



June 24, 2023

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001  
**Scrip Code: 533320**

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

**Sub: Notice of the Meeting of the Unsecured Creditors of Jubilant Agri and Consumer Products Limited to be convened on Saturday, July 29, 2023 at 1:30 P.M. pursuant to the directions of the National Company Law Tribunal, Allahabad Bench**

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that pursuant to the Order of the National Company Law Tribunal, Allahabad Bench ('NCLT') passed on May 3, 2023 under Section 230(1) of the Companies Act, 2013 (the 'Act') in the Company Application CA(CAA) No. 6/ALD/2023, a meeting of the Unsecured Creditors of Jubilant Agri and Consumer Products Limited, a Wholly-owned Subsidiary of the Company, is being convened at its Registered Office at Bhartiagram, Gajraula, District Amroha-244223, Uttar Pradesh, India on Saturday, July 29, 2023 at 1:30 P.M. for the purpose of considering and, if thought fit, approving with or without modification(s), the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act.

We are enclosing herewith a copy of the notice of the Meeting. The said notice is also available on <https://www.jubilantindustries.com/>.

Kindly take the same on record.

Thanking you,

Yours faithfully

For **Jubilant Industries Limited**

**Abhishek Kamra**  
**Company Secretary**

Encl: as above

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](http://www.jubilantindustries.com)

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

[investorsjil@jubl.com](mailto:investorsjil@jubl.com)



## **JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

(CIN: U52100UP2008PLC035862)

**Registered Office:** Bhartiagram, Gajraula, Distt. Amroha - 244 223, Uttar Pradesh, India

Phone: +91- 5924-267437; Email: [investorsjil@jubl.com](mailto:investorsjil@jubl.com); Website: [www.jacpl.co.in](http://www.jacpl.co.in)

### **NOTICE - UNSECURED CREDITORS**

## **JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

Registered Office : Bhartiagram, Gajraula, Distt. Amroha - 244 223, Uttar Pradesh  
Tel No. : +91- 5924-267437  
CIN : U52100UP2008PLC035862  
E-mail : [investorsjil@jubl.com](mailto:investorsjil@jubl.com)

### **MEETING OF THE UNSECURED CREDITORS OF JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

(Convened pursuant to order dated May 3, 2023 passed by Hon'ble National Company Law Tribunal, Allahabad Bench)

#### **MEETING:**

Day	:	Saturday
Date	:	July 29, 2023
Time	:	1.30 P.M.
Venue	:	Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh



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**FORM NO. CAA. 2**

[Pursuant to section 230 (3) and Rule 6]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH**

**COMPANY APPLICATION CA(CAA) NO. 6 /ALD/2023**

In the matter of Companies Act, 2013

And

In the matter of Sections 230-232 and Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT BETWEEN

HSSS INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 1/ "Amalgamating Company - 1"

And

KBHB INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 2/ "Amalgamating Company - 2"

And

SSBPB INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 3/ "Amalgamating Company - 3"

And

JUBILANT INDUSTRIES LIMITED

...Applicant Co. No. 4/ "JIL"

And

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

..... Applicant Co. No. 5/ "Amalgamated Company"

And

their respective Shareholders and Creditors

**JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**  
(CIN: U52100UP2008PLC035862)

A company incorporated under the provisions of the Companies Act, 1956, having its registered Office at Bhartiagram Gajraula, District Amroha, Uttar Pradesh - 244223, India

**...Applicant Company No. 5/ "Amalgamated Company"**

**NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED (APPLICANT COMPANY NO. 5/ "AMALGAMATED COMPANY") PURSUANT TO THE ORDER DATED MAY 3, 2023, PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH**

Notice is hereby given that the Allahabad Bench of the National Company Law Tribunal, by order dated May 3, 2023, has directed that a meeting of Unsecured Creditors of the Amalgamated Company shall be held on July 29, 2023 at 1:30 p.m. at Bhartiagram, Gajraula, District Amroha- 244223, Uttar Pradesh, India for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors. In pursuance of the said order and as directed therein, notice is hereby given that a meeting of the Unsecured Creditors of the Applicant Company No. 5/ "Amalgamated Company" will be held at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh, India on Saturday, July 29, 2023 at 1:30 p.m. at which time and place, the Unsecured Creditors of the Applicant Company No. 5/Amalgamated Company are requested to attend. At the meeting, the following resolution will be considered and, if thought fit, passed with or without modification(s):

***"RESOLVED THAT** pursuant to the provisions of Sections 66, 230 to 232 and other applicable provisions of the Companies Act, 2013, the Rules, Circulars and Notifications made/issued thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bench at Allahabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the arrangement embodied in the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors ("Composite Scheme") as placed before this meeting, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Composite Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Composite Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary for giving effect to the Scheme, as the Board may deem fit and proper."*

Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Amalgamated Company not later than 48 hours before the time fixed for commencement of meeting.

Form of Proxy is also annexed to this Notice and can be obtained from the Registered Office of the Amalgamated Company or from the office of the Advocate as mentioned below.

Copies of the said Scheme and Explanatory Statement, under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, are annexed to this Notice and can be obtained free of charge from the registered office of the Amalgamated Company or at the office of its Advocate, Mr. Rahul Agarwal, Chamber No. 42, High Court or 74/62, Lal Bahadur Shastri Marg, Allahabad - 211001.

The Tribunal has appointed Shri Shivendra Bahadur as Chairperson, and Shri Mehul Khare, as Co-Chairperson of the said meeting and Shri S. K. Gupta, Practicing Company Secretary as Scrutinizer to conduct the voting in a fair and transparent manner. The above-mentioned Scheme, if approved by the Unsecured Creditors of the Amalgamated Company in their meeting, will be subject to the subsequent approval of the Tribunal.

**For Jubilant Agri and Consumer Products Limited**

Dated: June 19, 2023  
Place: Noida

Sd/-  
Manu Ahuja  
Authorised Signatory

**NOTES**

1. A creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy so appointed need not be an Unsecured Creditor of the Company. The form of proxy duly completed should be deposited at the registered office of the Applicant Company No. 5/ Amalgamated Company not later than 48 hours before the time fixed for the aforesaid meeting.
2. All alterations made in the Form of Proxy should be initialed by the Unsecured Creditor.
3. The Form of Proxy can be obtained free of charge from the registered office of the Amalgamated Company or from the office of its Advocate, Mr. Rahul Agarwal, on any day (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 5.00 p.m.
4. The Notice is being sent to all the unsecured creditors, whose names appear in the records of the Amalgamated Company as on January 31, 2023.
5. The voting rights of the unsecured creditors shall be in proportion to the outstanding amount due by Amalgamated Company as on January 31, 2023.
6. Unsecured creditors are requested to bring their Identification Card to facilitate identification at the venue of the meeting.
7. An unsecured creditor or his proxy is requested to bring a copy of the notice to the meeting and produce it at the entrance of the meeting venue, along with the attendance slip duly completed and signed. The queries, if related to the Scheme should be sent to the Applicant Company No. 5/ "Amalgamated Company" in the name of the Director, at the registered Office of the Applicant Company No. 5/ "Amalgamated Company" so as to reach the Applicant Company No. 5/ "Amalgamated Company" at least seven days before the meeting.
8. The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Unsecured Creditors at the registered office of the Amalgamated Company between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) upto the date of the meeting.
9. The Notice convening the aforesaid meeting will also be published through advertisement in 'Hindustan Times' in English and 'Hindustan' in Hindi, newspapers having wide circulation in District Amroha, Uttar Pradesh, where the Registered Office of the Amalgamated Company is situated.
10. The Authorized Representative of a Body Corporate which is an Unsecured Creditor of the Company may attend and vote at the meeting of Unsecured Creditors of the Amalgamated Company upon production of a certified true copy of the resolution or other valid authorization of the Board of Directors or other governing body of such Body Corporate authorizing such representative to attend and vote at the meeting of Unsecured Creditors.
11. As directed by the Hon'ble NCLT, Shri S.K Gupta, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the votes cast at the Meeting and submit the Report on votes cast to the Chairperson of the Meeting.
12. The Scrutinizer will submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the Unsecured Creditors of the Amalgamated Company through ballot/polling paper at the venue of the meeting. The Scrutinizer's decision on the validity of the vote cast by ballot/polling paper voting shall be final.

13. In accordance with the provisions of Section 230 and 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three-fourths in value of the Unsecured Creditors of the Company agree to the Scheme.
14. The Statement pursuant to sub-section (3) of Section 230 of the Companies Act, 2013 read with sub-rule (3) of Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 setting out the material facts in respect of the proposed Scheme of Arrangement is annexed hereto.
15. Copies of the Scheme and the Statement under Sections 230-232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures can be obtained free of charge or inspected at the Registered Office of the Company during business hours on all working days up to the date of the Meeting.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH**

**(DISTRICT: GAUTAM BUDDHA NAGAR)**

In the matter of Companies Act, 2013

And

In the matter of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

IN THE MATTER OF

HSSS INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 1/ "Amalgamating Company 1"

And

KBHB INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 2/ "Amalgamating Company 2"

And

SSBPB INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 3/ "Amalgamating Company 3"

And

JUBILANT INDUSTRIES LIMITED

...Applicant Co. No. 4/ "JIL "

And

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

...Applicant Co. No. 5/ "Amalgamated Company"

And

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

(CIN: U52100UP2008PLC035862)

A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Bhartiagram Gajraula, District Amroha, Uttar Pradesh - 244223, India

...Applicant Co. No. 5/ "Amalgamated Company"

**Statement under Sections 230(3), 232 (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Explanatory Statement")**

- I. Pursuant to the order dated May 3, 2023 passed by Allahabad Bench of National Company Law Tribunal in Company Application No. 6/ALD/2023, meeting of the Unsecured Creditors of Jubilant Agri and Consumer Products Limited is being convened and held at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement, as modified (the 'Scheme / Composite Scheme'), between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective Shareholders and Creditors under Section 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof) read with the Rules thereunder.
- II. A copy of the Composite Scheme setting out in detail terms and conditions of the Scheme, inter-alia, providing for the proposed Composite Scheme of Arrangement is attached to the Explanatory Statement and forms part of this Statement as Annexure-1.
- III. Background of HSSS Investment Holding Private Limited:-
- i. HSSS Investment Holding Private Limited, a company incorporated on February 11, 2013 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U67100UP2013PTC054927 and having its registered office situated at Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India. The Equity Shares of the Applicant Company 1/ Amalgamating Company 1 are not listed on any stock exchange in India.
- ii. The Amalgamating Company 1 is primarily engaged in the business of carrying out function of an investment company and makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.
- iii. The share capital structure of the Applicant Company 1/ Amalgamating Company 1 as on March 31, 2023 is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
Equity 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten) each	1,00,000/-
Preference Shares 32,40,000 (Thirty Two Lakh Forty Thousand) Preference Shares of Rs.100/- (Hundred Rupees) each	32,40,00,000/-
<b>Total</b>	<b>32,41,00,000/-</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten) each	1,00,000/-
Preference Shares 32,40,000 7.60% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each	32,40,00,000/-
<b>Total</b>	<b>32,41,00,000/-</b>

- iv. The main objects of the Applicant Company 1/ Amalgamating Company 1 are set out in its Memorandum of Association. The same are extracted as under:-

1. *To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/ body/ bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.*
2. *To act as traders, dealers, agents, distributors, representatives, stockiest, importers, exporters, entitlement negotiation; suppliers and commission agents of products and commodities and materials in any form or shape manufactured or supplied by any company, firm, association of persons, body, whether incorporate or not, individual, government, semi-government or any local authority, and for that purpose, buy, sell, trade, exchange, market, pledge, distribute, stock, or otherwise deal in commodities, goods, articles, materials, and things of every description and any other materials and substances of all types and varieties and their products, by-products and compounds of any and every description and kind.*
3. *To render financial advisory services, investment advisory services and management consultancy services and to carry out valuation, certification of loss assessment for assets of various kinds.*

IV. Background of KBHB Investment Holding Private Limited:-

- i. KBHB Investment Holding Private Limited, a company incorporated on February 13, 2013 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U67100UP2013PTC054992 and having its registered office situated at Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India. The Equity Shares of the Applicant Company 2/ Amalgamating Company 2 are not listed on any stock exchange in India.
- ii. The Amalgamating Company 2 is primarily engaged in the business of carrying out function of an investment company and makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.
- iii. The share capital structure of the Applicant Company 2/ Amalgamating Company 2 as on March 31, 2023 is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten) each	1,00,000/-
Preference Shares 9,25,000 (Nine Lakh Twenty-Five Thousand) preference shares of Rs. 100/- (Rupees Hundred) each	9,25,00,000/-
<b>Total</b>	<b>9,26,00,000/-</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten) each	1,00,000/-
Preference Shares 7,50,000 (Seven Lakh Fifty Thousand) 7.60% non-cumulative non-convertible redeemable preference shares of Rs. 100/- (Rupees Hundred only) each	7,50,00,000/-
<b>Total</b>	<b>7,51,00,000/-</b>

- iv. The main objects of the Applicant Company 2/ Amalgamating Company 2 are set out in its Memorandum of Association. The same are extracted as under:-
  1. *To carry on the business of an investment company and to buy, undertake, lease, invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/ body/ bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.*



2. *To act as traders, dealers, agents, distributors, representatives, stockiest, importers, exporters, entitlement negotiation; suppliers and commission agents of products and commodities and materials in any form or shape manufactured or supplied by any company, firm, association of persons, body, whether incorporate or not, individual, government, semi-government or any local authority, and for that purpose, buy, sell, trade, exchange, market, pledge, distribute, stock, or otherwise deal in commodities, goods, articles, materials, and things of every description and any other materials and substances of all types and varieties and their products, by-products and compounds of any and every description and kind.*
3. *To render financial advisory services, investment advisory services and management consultancy services and to carry out valuation, certification of loss assessment for assets of various kinds.*

V. Background of SSBPB Investment Holding Private Limited:-

- i. SSBPB Investment Holding Private Limited, a company incorporated on February 13, 2013 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U70102UP2013PTC054995 and having its registered office situated at Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India. The Equity Shares of the Applicant Company 3/ Amalgamating Company 3 are not listed on any stock exchange in India.
- ii. The Amalgamating Company 3 primarily makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.
- iii. The share capital structure of the Applicant Company 3/ Amalgamating Company 3 as on March 31, 2023 is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten only) each	1,00,000/-
Preference Shares 8,75,000 (Eight Lakh Seventy-Five Thousand) preference shares of Rs. 100/- (Rupees Hundred only) each	8,75,00,000/-
<b>Total</b>	<b>8,76,00,000/-</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten) each	1,00,000/-
Preference Shares 7,10,000 (Seven Lakh Ten Thousand only) 7.60% non-cumulative non-convertible redeemable preference shares of Rs. 100/- (Rupees Hundred only) each	7,10,00,000/-
<b>Total</b>	<b>7,11,00,000/-</b>

- iv. The main objects of the Applicant Company 3/ Amalgamating Company 3 are set out in its Memorandum of Association. The same are extracted as under:-
  1. *To carry on the business in real estate and immovable properties of all kinds and for this purpose to acquire by purchase, hold, own process, buy, lease, exchange, hire or in any other lawful manner any area, land, building, structures, and properties of any description and of any tenure or any interest in the same and to develop, sell, re-sell co-operatives, township and prepare for building sites, constructing, re-constructing, erecting, altering, improving enlarging, developing, decorating and furnishing houses, buildings, hotels, motels, resorts, flats, factories, shops, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, halls, theatres, palaces, cinema hall, multiplexes.*
  2. *To erect, construct, build, repair, re-model, demolish, develop, improve, grade, houses, buildings, flats, apartments, offices, hospitals, hotel buildings, cinema houses or civil works of every description and works of every description on any land of the company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve any such land into and for roads, streets, squares, gardens and other conveniences and generally to deal with and improve the property of the company or any other property.*

- a. *To establish, maintain, manage and operate plant I factory for the production of building materials such as bricks, concrete blocks, ready mix concrete, pre-stressed, pre-cast building components, pre cast houses, furniture's, interior designing materials. Sanitary wares, all types of hardware bath fittings, joinery, tiles, electrical goods and fittings, all types of doors, windows. Shutters, metal goods, and allied materials and sell & market the goods so produced.*
  - b. *To manufacture and market pre-stressed bridges, pre-cast bridges, steel bridges, hydraulic gates, gantry cranes, over-head cranes, tower cranes etc.*
3. *To sell, take on lease or in exchange, let, mortgage or otherwise dispose-off the lands, houses, buildings and other property of the company or others and acquire any estates, lands, buildings, easements or other interests in immovable property and to develop and turn them to account by laying out, plotting and preparing the same for building purposes, constructing, building, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and entering into contracts and arrangements with builders, tenants and others.*
  4. *To purchase and sell for any person freehold or other house property, buildings or lands, or any share or shares interest of lands, or any share or shares, interest or interests therein and to transact on commission or otherwise the general business of a land agent.*
  5. *To carry on the activities of a trustee to various Bodies Corporate, Individuals, Funds, Trusts, Firms, Society, Association of persons, properties or assets of any kind which activities would include ownership, general superintendence, direction, management of the affairs and provision to the service of Bodies Corporate, Individuals, Funds, Trusts, Firms, Society, Association of persons and to set up, promote, settle and execute trusts and to deploy funds raised and to acquire, hold, manage, dispose of all or any property or assets and securities.*
  6. *To undertake the office or exercise the powers of executor, administrator, receiver, treasurer, custodian or to enter into any arrangement with other entities for the same.*
  7. *To carry on the business of an investment company and for that purpose to invest in, acquire, underwrite, subscribe for, hold, shares, bond, stocks, securities, debentures.*

VI. Background of Jubilant Industries Limited:-

- i. Jubilant Industries Limited, a company incorporated on February 23, 2007 under the provisions of the Companies Act, 1956, having Corporate Identification Number as L24100UP2007PLC032909 and having its registered office situated at Bhartiagram, Gajraula, District Amroha- 244223, Uttar Pradesh. The Equity Shares of the Applicant Company 4/ JIL are listed on the BSE Limited and the National Stock Exchange of India Limited.
- ii. JIL is a holding company of the Amalgamated Company and had been engaged in the business of manufacturing Indian made foreign liquor.
- iii. The share capital structure of the Applicant Company 4/ JIL as on March 31, 2023 is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 1,81,00,000 (One Crore Eighty-One Lakh) equity shares of Rs. 10/- each	18,10,00,000/-
<b>Total</b>	<b>18,10,00,000/-</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares 1,50,67,101 (One Crore Fifty Lakh Sixty-Seven Thousand One Hundred One) equity shares of Rs. 10/- each	15,06,71,010/-
<b>Total</b>	<b>15,06,71,010/-</b>

iv. The main objects of the Applicant Company 4/ JIL are set out in its Memorandum of Association. The same are extracted as under:-

1. *To manufacture, fabricate, produce, mix or prepare, refine, extract, process, formulate, pack, repack, finish, buy, sell, import, export, distribute, acquire, hire, trade, deal in and deal with, store, enrich, mine, brew, distill, dehydrate, blend and generally to carry on business in or otherwise deal in:*
  - (a) *all kinds of fertilizers (Straight, Complex and Mixed Fertilizers), manures, chemicals source materials, ingredients, mixtures, derivatives and compounds thereof, and agricultural and industrial chemicals including ammonium sulphate, ammonium chloride, anhydrous ammonium, sodium nitrate, calcium nitrate, potassium nitrate, ammonium nitrate, calcium ammonium nitrate, ammonium sulphate nitrate, urea, calcium cyanamide, single super phosphates, triple super phosphates, chelates with various metals and with various legends e.g. proteins, amides, acids, alcohol etc. and chemicals as soil conditioner, bio catalyst and bio stimulants for plant and other chemicals including fine chemicals and pharmaceutical chemicals, any and all classes and kinds of inorganic and organic, compounds and cosmetics, petrochemicals and gases or any other allied product or any compounds thereof, petroleum products, auxiliaries, aromatic chemicals, salt and marine minerals, insecticides, pesticides, herbicides, vermifuges, fungicides, germicides, dips sprays, Foliar sprays, disinfecting preparations, fumigators, and other germ killing materials, fats, drugs, medicines & provisions and remedies of all kinds for agricultural, horticulture, floriculture and aquaculture purposes, trees, plantations (indoor and outdoor), gardening, sport complexes and other purposes or as remedies for human and animals and whether produced from vegetable, mineral, gaseous or any other matters or substances by and any process whether chemical, mechanical or electrical, perfumery materials, and all kinds of animal nutrition including niacin and various choline salts like choline chloride, choline bitrate, choline hydrogen citrate, choline bicarbonate, betaine hydrochloride, choline salicylate.*
  - (b) *Vinyl Acetate Monomer, Acetaldehyde, Acetic acid, Acetic anhydride, Ethyl Alcohol, Ethyl Acetate, Polyvinyl Acetate, Polymers and Co-polymers of Vinyl Acetate, Monomer Acetate to Polymer and Vinyl Chloride Monomer, Polyvinyl Alcohol, Polyvinyl Acetyls including Polyvinyl formal and Polyvinyl butyral, Ethylene-Vinyl Alcohol, Ethylene- Vinyl acetate, Ethylene acrylic acids, Ethylene Methacrylate, homo and copolymer of lactic acid and lactides, homo and copolymer of styrene, butadiene, vinyl pyridine, acrylonitrile, unsaturated acids, acetates, acrylates, synthetic and natural resins and their product, emulsions and latexes for use in Paints and building products, bitumen and asphalt modifications, various gaskets, rubber and rubber products, foam rubber, rubber compounding materials, soaps, detergents, washing and cleaning compounds, packages, oils, oilseeds and other agricultural and horticultural products, impact modifiers, food polymers, Adhesives, Paper Coatings, coating compositions and paint raw materials, printing and writing inks and artists' materials, Textiles, Binders, Wire Enamel, Floorings, Phonographic records, Specialty coatings, Forest wood products or any other use, Chemicals, Alkalies, Acids, gases, oils, paints, pigments and other colouring materials, varnishes, lacquers, compounds, dyes and dye-stuffs, organic or mineral, basic and intermediates, paints and colours, printing inks and dry salters, all kinds of adhesives, binders and glues, primers, hardeners, sealants, art & craft materials, electroplating chemicals and other articles etc.*
  - (c) *Synthesis of all types of polymers using emulsion, solution, suspension, bulk polymerization techniques which include homopolymers, pre-polymers, co-polymers & blends etc. of vinyl acetate, vinyl pyridine, styrene, butadiene, acrylate, acrylonitrile, acetates, isocyanate, glycols, alcohols, acids and other monomers derived from both petrochemical & biobased sources as well as formulated products based on above.*
  - (d) *any fats, dips, sprays, vermifuges, fungicides, insecticides, germicides, disinfecting preparations, fumigators, medicines and remedies of all kinds for agricultural, trees and fruit growing, gardening and other purposes or as*

*remedies for humans and animals and whether produced from vegetable, mineral, gaseous, animal or any other matters of substances by any process whether, chemical, mechanical, electrical or otherwise.*

- (e) *all other constituents, ingredients, derivatives, raw materials, compounds, heavy chemicals, source materials, intermediate products, by products, formulations and preparations which use or require directly or indirectly the products mentioned in (a) to (d) above or any products wherein items (a) to (d) above, constitute ingredient(s).*
  - (f) *Custom research for any or all of the above.*
2. *To initiate, acquire, set up, construct, establish, maintain, run, operate and manage business centres, hyper markets, departmental stores, super markets, shopping malls, disvount stores, speciality stores, shopping outlets, convenience stores, wholesale, cash and carry operations, non-store formats, farms, estates, plantations, commodity exchanges, warehouses, distribution centres, collection centres, agricultural input and extension centres, marketing terminals, mandis, pumps, terminals, depots, showrooms, storage tanks and offices, any or all of them within or outside India and for the purpose to give or take on lease or hire, to deal in, buy, sell, trade, import, export, market, distribute, process, pack, re-pack, brand, label, move, preserve, cold storage, manufacture, produce, fabricate, repair, wholesale, retail, exchange, stock, supply, indent or otherwise and to carry on the business of manufacturers, traders, dealers, agents, factors, importers, exporters, merchants, franchisees, selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C & F agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label owners and holders, logo owners and holders, franchise holders, designers, repairers, maintainers, consultants, service providers, of all commercial, industrial, scientific, household, domestic, forest, agricultural, food products, raw as well as processed, of all kinds, consumer goods, consumer durables, and other consumers' necessities of every kind, make and sorts, on ready or forward basis, including foods and beverages of all kinds, groceries, spices, condiments and other edible items, fruits and vegetables, cookeries, bakery, confectionary, dairy and dairy products, meat and poultry products, sea foods, packaged drinking water, mineral water, wine, liquor, all types of drinks including soft drinks and hard drinks, whether Indian made or foreign made, flowers, cosmetic, pharmaceuticals, automobile, hardware, plants, machineries, equipments, apparatus, gadgets, appliances, computer hardware, computer parts, softwares, components, communication products and accessories of all kinds, communication equipments, information technology products, steel products, accessories, spare parts, tea, coffee and jute, fashion, apparels, garments, textiles, finished/grey fabrics, knitted, hosiery, linens, furnishing fabrics, fabrics of all kinds, readymade garments and clothing, lingerie, leather, rubber and plastic products, luggage and other bags, footwear, music, books, watches, gifts, toys, sports items, stationary, glass wares, enamel wares, earthenwares, porcelain wares, plastics, rubber, handicrafts, antiques, accessories, home décor items, furniture and fittings, personal care products, healthcare & beauty products, metals, precious and semi precious stones, jewellery, paper and paper products, perfumery, engineering goods, electrical & electronic goods, apparatus, gadgets, utensils, and all other types of general goods, consumables, materials, accessories, commodities and equipments or any other general merchandising or service of every nature, types and description, packing materials, building materials of all kinds, all chemicals, fertilizers, pesticides, insecticides, other similar products, all kinds of petroleum, petroleum products and by products, petrochemicals, fuel, oil, crude including other related products, dyes, paints, agricultural inputs and to undertake all agricultural and allied activities, dairy, poultry, animal husbandry, fishery, processing, cold storage, packaging activities and to deal in, trade, export or import including raising of crops and plantations and to produce all types of agricultural produce, manufacture of all agro based products, processed foods, dairy products, animal products, sea foods and to set up, acquire, merge, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose.*

## VII. Background of Jubilant Agri and Consumer Products Limited:-

- i. Jubilant Agri and Consumer Products Limited, a company incorporated on August 21, 2008 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U52100UP2008PLC035862 and having its registered

office situated at Bhartiagram, Gajraula, District Amroha, Uttar Pradesh - 244223, India. The Equity Shares of the Applicant Company 5/ Amalgamated Company are not listed on any stock exchange in India.

- ii. The Amalgamated Company is primarily engaged in the business of manufacturing agri products comprising single superphosphate, a wide range of crop nutrition, crop growth, performance polymers and chemicals.
- iii. The share capital structure of the Applicant Company 5/ Amalgamated Company as on March 31, 2023 is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
58,24,000 (Fifty-Eight Lakh Twenty-Four Thousand) equity shares of Rs. 10/- (Rupees Ten) each	5,82,40,000/-
26,23,617 (Twenty-Six lakh Twenty-Three Thousand Six Hundred Seventeen) 10% optional convertible non-cumulative redeemable preference shares of Rs. 10/- (Rupees Ten) each	2,62,36,170/-
10,00,000 (Ten Lakh) 10% non-cumulative redeemable preference shares of Rs. 10/- (Rupees Ten) each	1,00,00,000/-
<b>Total</b>	<b>9,44,76,170/-</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	<b>Amount (in Rs.)</b>
Equity Shares	5,60,85,520/-
56,08,552 (Fifty-Six Lakh Eight Thousand Five Hundred Fifty-Two) equity shares of Rs. 10/- each	
<b>Total</b>	<b>5,60,85,520/-</b>

- iv. The main objects of the Applicant Company 5/ Amalgamated Company are set out in its Memorandum of Association. The same are extracted as under:-

1. *To manufacture, fabricate, produce, mix or prepare, refine, extract, process, formulate, pack, repack, finish, buy, sell, import, export, distribute, acquire, hire, trade, deal in and deal with, store, enrich, mine, brew, distill, dehydrate, blend and generally to carry on business in or otherwise deal in:*
  - (a) *all kinds of fertilizers (Straight, Complex and Mixed Fertilizers), manures, chemicals source materials, ingredients, mixtures, derivatives and compounds thereof, and agricultural and industrial chemicals including ammonium sulphate, ammonium chloride, anhydrous ammonium, sodium nitrate, calcium nitrate, potassium nitrate, ammonium nitrate, calcium ammonium nitrate, ammonium sulphate nitrate, urea, calcium cyanamide, single super phosphates, triple super phosphates, chelates with various metals and with various legends e.g. proteins, amides, acids, alcohol etc. and chemicals as soil conditioner, bio catalyst and bio stimulants for plant and other chemicals including fine chemicals and pharmaceutical chemicals, any and all classes and kinds of inorganic and organic, compounds and cosmetics, petrochemicals and gases or any other allied product or any compounds thereof, petroleum products, auxiliaries, aromatic chemicals, salt and marine minerals, insecticides, pesticides, herbicides, vermifuges, fungicides, germicides, dips sprays, Foliar sprays, disinfecting preparations, fumigators, and other germ killing materials, fats, drugs, medicines & provisions and remedies of all kinds for agricultural, horticulture, floriculture and aquaculture purposes, trees, plantations (indoor and outdoor), gardening, sport complexes and other purposes or as remedies for human and animals and whether produced from vegetable, mineral, gaseous or any other matters or substances by and any process whether chemical, mechanical or electrical, perfumery materials, and all kinds of animal nutrition including niacin and various choline salts like choline chloride, choline bitrate, choline hydrogen citrate, choline bicarbonate, betaine hydrochloride, choline salicylate.*
  - (b) *Vinyl Acetate Monomer, Acetaldehyde, Acetic acid, Acetic anhydride, Ethyl Alcohol, Ethyl Acetate, Polyvinyl Acetate, Polymers and Co-polymers of Vinyl Acetate, Monomer Acetate to Polymer and Vinyl Chloride Monomer, Polyvinyl Alcohol, Polyvinyl Acetyls including Polyvinyl formal and Polyvinyl butyral, Ethylene-Vinyl Alcohol, Ethylene- Vinyl acetate, Ethylene acrylic acids, Ethylene Methacrylate, homo and copolymer of*

*lactic acid and lactides, homo and copolymer of styrene, butadiene, vinyl pyridine, acrylonitrile, unsaturated acids, acetates, acrylates, synthetic and natural resins and their product, emulsions and latexes for use in Paints and building products, bitumen and asphalt modifications, various gaskets, rubber and rubber products, foam rubber, rubber compounding materials, soaps, detergents, washing and cleaning compounds, packages, oils, oilseeds and other agricultural and horticultural products, impact modifiers, food polymers, Adhesives, Paper Coatings, coating compositions and paint raw materials, printing and writing inks and artists' materials, Textiles, Binders, Wire Enamel, Floorings, Phonographic records, Specialty coatings, Forest wood products or any other use, Chemicals, Alkalies, Acids, gases, oils, paints, pigments and other colouring materials, varnishes, lacquers, compounds, dyes and dye-stuffs, organic or mineral, basic and intermediates, paints and colours, printing inks and dry salters, all kinds of adhesives, binders and glues, primers, hardeners, sealants, art & craft materials, electroplating chemicals and other articles etc.*

- (c) *Synthesis of all types of polymers using emulsion, solution, suspension, bulk polymerization techniques which include homopolymers, pre-polymers, co-polymers & blends etc. of vinyl acetate, vinyl pyridine, styrene, butadiene, acrylate, acrylonitrile, acetates, isocyanate, glycols, alcohols, acids and other monomers derived from both petrochemical & biobased sources as well as formulated products based on above.*
  - (d) *any fats, dips, sprays, vermifuges, fungicides, insecticides, germicides, disinfecting preparations, fumigators, medicines and remedies of all kinds for agricultural, trees and fruit growing, gardening and other purposes or as remedies for humans and animals and whether produced from vegetable, mineral, gaseous, animal or any other matters of substances by any process whether, chemical, mechanical, electrical or otherwise.*
  - (e) *all other constituents, ingredients, derivatives, raw materials, compounds, heavy chemicals, source materials, intermediate products, by products, formulations and preparations which use or require directly or indirectly the products mentioned in (a) to (d) above or any products wherein items (a) to (d) above, constitute ingredient(s).*
  - (f) *Custom research for any or all of the above.*
2. *To initiate, acquire, set up, construct, establish, maintain, run, operate and manage business centres, hyper markets, departmental stores, super markets, shopping malls, discount stores, speciality stores, shopping outlets, convenience stores, wholesale, cash and carry operations, non-store formats, farms, estates, plantations, commodity exchanges, warehouses, distribution centres, collection centres, agricultural input and extension centres, marketing terminals, mandis, pumps, terminals, depots, showrooms, storage tanks and offices, any or all of them within or outside India and for the purpose to give or take on lease or hire, to deal in, buy, sell, trade, import, export, market, distribute, process, pack, re-pack, brand, label, move, preserve, cold storage, manufacture, produce, fabricate, repair, wholesale, retail, exchange, stock, supply, indent or otherwise and to carry on the business of manufacturers, traders, dealers, agents, factors, importers, exporters, merchants, franchisees, selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C & F agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label owners and holders, logo owners and holders, franchise holders, designers, repairers, maintainers, consultants, service providers, of all commercial, industrial, scientific, household, domestic, forest, agricultural, food products, raw as well as processed, of all kinds, consumer goods, consumer durables, and other consumers' necessities of every kind, make and sorts, on ready or forward basis, including foods and beverages of all kinds, groceries, spices, condiments and other edible items, fruits and vegetables, cookeries, bakery, confectionary, dairy and dairy products, meat and poultry products, sea foods, packaged drinking water, mineral water, wine, liquor, all types of drinks including soft drinks and hard drinks, whether Indian made or foreign made, flowers, cosmetic, pharmaceuticals, automobile, hardware, plants, machineries, equipments, apparatus, gadgets, appliances, computer hardware, computer parts, softwares, components, communication products and accessories of all kinds, communication equipments, information technology products, steel products, accessories, spare parts, tea, coffee and jute, fashion, apparels, garments, textiles,*

*finished/grey fabrics, knitted, hosiery, linens, furnishing fabrics, fabrics of all kinds, readymade garments and clothing, lingerie, leather, rubber and plastic products, luggage and other bags, footwear, music, books, watches, gifts, toys, sports items, stationary, glass wares, enamel wares, earthenwares, porcelain wares, plastics, rubber, handicrafts, antiques, accessories, home décor items, furniture and fittings, personal care products, healthcare & beauty products, metals, precious and semi precious stones, jewellery, paper and paper products, perfumery, engineering goods, electrical & electronic goods, apparatus, gadgets, utensils, and all other types of general goods, consumables, materials, accessories, commodities and equipments or any other general merchandising or service of every nature, types and description, packing materials, building materials of all kinds, all chemicals, fertilizers, pesticides, insecticides, other similar products, all kinds of petroleum, petroleum products and by products, petrochemicals, fuel, oil, crude including other related products, dyes, paints, agricultural inputs and to undertake all agricultural and allied activities, dairy, poultry, animal husbandry, fishery, processing, cold storage, packaging activities and to deal in, trade, export or import including raising of crops and plantations and to produce all types of agricultural produce, manufacture of all agro based products, processed foods, dairy products, animal products, sea foods and to set up, acquire, merge, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose.*

### **VIII. RATIONALE/BENEFITS FOR THE COMPOSITE SCHEME**

The Rationale for the Composite Scheme is as follows:

- 1 The amalgamation of the Amalgamating Companies into JIL pursuant to Part B of the Composite Scheme shall provide the following benefits:
  - (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.
- 2 Further, the amalgamation of JIL into the Amalgamated Company pursuant to Part C of the Composite Scheme of Arrangement, , as modified, shall provide the following benefits:
  - (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.
- 3 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 the amalgamations contemplated under Part B and Part C of the Composite Scheme.
- 4 All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under Part B of the Composite Scheme 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 Composite 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 the amalgamations contemplated under Part B and Part C of the Composite Scheme.

- 5 The implementation of the Composite Scheme is aimed at protecting and maximizing value for the shareholders of JIL as well as the creditors and all other stakeholders.

## **IX. SALIENT FEATURES OF THE COMPOSITE SCHEME**

The salient features of the Composite Scheme are as under:

### **A. AMALGAMATION OF THE AMALGAMATING COMPANIES WITH AND INTO JIL**

#### **1. TRANSFER AND VESTING OF THE AMALGAMATING COMPANIES**

- 1.1 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, 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, interests and obligations, as applicable, of JIL. The reference balance sheet of each of the Amalgamating Companies as on the Appointed Date is set out under Schedule I, Schedule II and Schedule III, respectively, of the Composite Scheme.

#### **2. TRANSFER OF ASSETS**

- 2.1 Upon the Effective Date and with effect from the Appointed Date, all Assets of the Amalgamating Companies, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in JIL and shall become the property and an integral part of JIL (to the extent permissible under Applicable Law). The vesting pursuant to this Clause 2.1 of Part B of this Composite Scheme shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.
- 2.2 Upon the Effective Date and with effect from the Appointed Date, all movable Assets of the Amalgamating Companies, other than those specified in Clause 2.1 of Part B of this Composite Scheme including cash and cash equivalents, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons shall without any requirement of a further act, instrument or deed become the property of JIL.
- 2.3 Upon the Effective Date, in relation to Assets (if any) belonging to the Amalgamating Companies which require separate documents for vesting in JIL, the Amalgamating Companies, as applicable, and JIL will execute such deeds, documents or such other instruments, if any, as may be mutually agreed.

#### **3. TRANSFER OF LIABILITIES**

- 3.1 Upon the Effective Date and with effect from the Appointed Date, all Liabilities of the Amalgamating Companies shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to JIL so as to become from the Appointed Date, the Liabilities of JIL and JIL undertakes to meet, discharge and satisfy the same.



#### **4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- 4.1 Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of this Composite Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to the Amalgamating Companies and to which the Amalgamating Companies, as applicable, are a party or to the benefit of which the Amalgamating Companies, as applicable, may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of JIL and may be enforced as fully and effectually as if, instead of the Amalgamating Companies, as applicable, JIL has been a party or beneficiary or obligee thereto or there-under, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.
- 4.2 Without prejudice to the other provisions of this Composite Scheme and notwithstanding that the vesting of the Amalgamating Companies with the Amalgamating Company occurs by virtue of this Scheme itself, JIL may, at any time after coming into effect of this Composite Scheme, if so required, under Applicable Law or otherwise, execute deeds, confirmations or other writings or arrangements with any party to any contract or arrangement to which the Amalgamating Companies are a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions. JIL shall, under the provisions of the Composite Scheme be deemed to be authorized to execute any such writings on behalf of the Amalgamating Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Companies.
- 4.3 Without prejudice to the generality of the foregoing, it is clarified that upon this Composite Scheme becoming effective, all consents, agreements, permissions, all statutory or regulatory licences, registrations, approvals, certificates, insurance covers, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Amalgamating Companies shall stand transferred to JIL as if the same were originally given by, issued to or executed in favour of JIL, and JIL shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to JIL. In so far as the various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed, granted by any governmental body, local authority, or by any other person, or availed by the Amalgamating Companies are concerned, the same shall vest with and be available to JIL on the same terms and conditions as applicable to the Amalgamating Companies as if the same had been allotted and/or granted and/or sanctioned and/or allowed to JIL.

#### **5. EMPLOYEES**

- 5.1 Upon the Effective Date, the respective employees of the Amalgamating Companies as on the Effective Date, if any, shall be deemed to have become employees of JIL, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Amalgamating Companies on the Effective Date. The services of such employees, if any, with the Amalgamating Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.
- 5.2 Upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Amalgamating Companies as on the Appointed Date, if any, shall be made by JIL in accordance with the provisions of such schemes or funds and Applicable Law.

## **6. CONTINUATION OF LEGAL PROCEEDINGS**

- 6.1 Upon the Effective Date, all legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of the Amalgamating Companies, whether pending on the Appointed Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date) and in each case relating to the Amalgamating Companies (“Amalgamating Company Proceeding(s)”) shall be continued and enforced by or against JIL after the Effective Date, to the extent permissible under Applicable Law and in accordance with the Composite Scheme.
- 6.2 If any Amalgamating Company Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the Composite Scheme and the proceedings may be continued, prosecuted and enforced, by or against JIL in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the respective Amalgamating Companies, as applicable, as if the Composite Scheme had not been made.

## **7. TREATMENT OF TAXES**

- 7.1 Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Amalgamating Companies (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to the Amalgamating Companies, from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of JIL.
- 7.2 Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which the Amalgamating Companies are entitled to, shall be available to and vest in JIL, without any requirement of a further act or deed.
- 7.3 All the expenses incurred by the Amalgamating Companies and JIL in relation to the amalgamation of the Amalgamating Companies with JIL as per the Composite Scheme, including stamp duty expenses, if any, shall be allowed as deduction to JIL in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which the Composite Scheme becomes effective.
- 7.4 Any refund under the tax laws due to the Amalgamating Companies consequent to the assessments made on the Amalgamating Companies, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by JIL. The relevant authorities shall be bound to transfer to the account of and give credit for the same to JIL upon the passing of the orders on the Composite Scheme by the NCLT and upon relevant proof and documents being provided to the said authorities.
- 7.5 The Amalgamating Companies may be entitled to various incentive schemes and pursuant to the Composite Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Amalgamating Companies, as applicable, shall stand transferred to and vested in JIL and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by JIL.

## **8. SAVING OF CONCLUDED TRANSACTIONS**

8.1 The transfer of Assets and Liabilities to, and the continuance of proceedings by or against, JIL as envisaged in this Composite Scheme shall not affect any transaction or proceedings already concluded by the Amalgamating Companies on or before the Appointed Date and after the Appointed Date, till the Effective Date to the end and intent that JIL accepts and adopts all acts, deeds and things done and executed by the Amalgamating Companies in respect thereto as done and executed on behalf of itself.

## **9. CONDUCT OF BUSINESS**

9.1 Subject to the effectiveness of the Composite Scheme, of Arrangement, as modified, with effect from the Appointed Date and up to and including the Effective Date:

- (i) The Amalgamating Companies undertake to carry on and shall be deemed to carry on their respective businesses' and stand possessed of their Assets, for and on account of and in trust for JIL; and
- (ii) All income, receipts, profits accruing to the Amalgamating Companies and all taxes thereon or Liabilities or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the income, expenses, payments, profits, Liabilities, taxes or losses, as the case may be, of JIL.

9.2 Subject to the effectiveness of the Composite Scheme, of Arrangement, as modified, with effect from the date of approval of the Composite Scheme by the respective Board of Directors of the Amalgamating Companies and JIL, and up to and including the Effective Date, the Amalgamating Companies shall carry on their respective businesses with reasonable diligence and business prudence and in the same manner as they had been doing hitherto.

## **10. ISSUE OF AMALGAMATION-1 SHARES AND CANCELLATION OF EXISTING SHARES HELD BY THE AMALGAMATING COMPANIES IN JIL**

10.1 JIL shall have taken all necessary steps, including by way of passing all enabling corporate resolutions to increase or alter, to the extent required, its authorized share capital suitably so as to enable it to issue and allot the Amalgamation-1 Shares, and if applicable, for the issuance of the necessary share certificates and/or letters of allotment representing the Amalgamation-1 Shares.

10.2 In relation to the issuance of Amalgamation-1 Shares and cancellation of the existing equity shares held by the Amalgamating Companies in JIL, the following shall be deemed to have occurred and taken effect:

- (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, without any further application, act, instrument or deed, stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall, without any requirement of any further act or deed, 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, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever;
- (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 the 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, without any further application, act, instrument or deed, stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall, without any requirement of any further act or deed, issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust, through its trustees/nominees, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever;

- (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, without any further application, act, instrument or deed, stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall, without any requirement of any further act or deed, issue and allot the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever; and
- (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 Clauses 10.2(i), 10.2(ii) and 10.2(iii) of Part B of the Composite Scheme, respectively.

10.3 Provided however that with respect to the amalgamations of the Amalgamating Companies into JIL, the number of Amalgamation-1 Shares will be equitably adjusted to reflect appropriately the effect of any share split, reverse share split, dividend, including any extra-ordinary cash dividend, reorganization, recapitalization, reclassification, combination, exchange of shares, or other like change with respect to JIL's share capital as on the Effective Date.

10.4 JIL shall not allot Amalgamation-1 Shares in respect of any fractional entitlements to which a shareholder of the Amalgamating Companies may be entitled on allotment of Amalgamation- 1 Shares as per Clause 10.2 above. The Board of JIL shall consolidate all such fractional entitlements and thereupon issue the Amalgamation-1 Shares (which shall be rounded off to the next closest number) in lieu thereof to a person/ trustee authorized by the Board of JIL in this behalf who shall hold the Amalgamation-1 Shares in trust on behalf of the shareholders of the Amalgamating Companies entitled to fractional entitlements, if any, with the express understanding that such person/trustee shall sell the shares of JIL so allotted on the Stock Exchange within a period of 90 days from the date of allotment of Amalgamation-1 Shares as per Clause 10.2 above and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the shareholders of the Amalgamating Companies in proportion to their respective fractional entitlements.

- 10.5 It is clarified that 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 the amalgamations contemplated under Part B of the Composite Scheme.
- 10.6 The Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2 above shall be subject to the memorandum and articles of association of JIL and shall rank pari passu in all respects, including dividend, with the existing shares of JIL.
- 10.7 The issue and allotment of the Amalgamation-1 Shares is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.
- 10.8 Approval of the Composite Scheme by the shareholders of JIL shall be deemed to mean that the shareholders have also accorded all relevant consents under the Act for the issue and allotment of the Amalgamation-1 Shares.
- 10.9 The cancellation of the equity share capital as per Clause 10.2 above and the consequential capital reduction shall be effected as a part of the Composite Scheme, itself and not under a separate procedure in terms of Section 66 of the Act. The consent of the shareholders of JIL to the Composite Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 66 of the Act and no further compliances would be separately required.
- 10.10 Notwithstanding the reduction of the existing share capital of JIL in terms of Clause 10.2 above, JIL shall not be required to add “and reduced” as a suffix to its name.

**B. AMALGAMATION OF JIL WITH AND INTO THE AMALGAMATED COMPANY**

**1. TRANSFER AND VESTING OF JIL**

- 1.1 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, 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 reference balance sheet of JIL as on the Appointed Date is set out under Part A of Schedule IV of the Composite Scheme and the reference balance sheet of JIL as on the Appointed Date (pursuant to Amalgamation-1) is set out under Part B of Schedule IV of the Composite Scheme.

**2. TRANSFER OF ASSETS**

- 2.1 Upon the Effective Date and with effect from the Appointed Date, all Assets of JIL, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company (to the extent permissible under Applicable Law). The vesting pursuant to this Clause 2.1 shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.
- 2.2 Upon the Effective Date and with effect from the Appointed Date, all movable Assets of JIL, other than those specified in Clause 2.1 above, including cash and cash equivalents, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons shall without any requirement of a further act, instrument or deed become the property of the Amalgamated Company.

2.3 Upon the Effective Date, in relation to Assets (if any) belonging to JIL which require separate documents for vesting in the Amalgamated Company, JIL and the Amalgamated Company will execute such deeds, documents or such other instruments, if any, as may be mutually agreed.

### **3. TRANSFER OF LIABILITIES**

3.1 Upon the Effective Date and with effect from the Appointed Date, all Liabilities of JIL shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to the Amalgamated Company so as to become from the Appointed Date, the Liabilities of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same.

### **4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

4.1 Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of the Composite Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to JIL and to which JIL is a party or to the benefit of which JIL, may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of the Amalgamated Company and may be enforced as fully and effectually as if, instead of JIL, the Amalgamated Company has been a party or beneficiary or obligee thereto or thereunder, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.

4.2 Without prejudice to the other provisions of the Composite Scheme, and notwithstanding that the vesting of JIL with the Amalgamated Company occurs by virtue of the Composite Scheme itself, the Amalgamated Company may, at any time after coming into effect of the Scheme, if so required, under Applicable Law or otherwise, execute deeds, confirmations or other writings or arrangements with any party to any contract or arrangement to which JIL is a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of the Composite Scheme, be deemed to be authorized to execute any such writings on behalf of JIL and to carry out or perform all such formalities or compliances referred to above on the part of JIL.

4.3 Without prejudice to the generality of the foregoing, it is clarified that upon the Effective Date, all consents, agreements, permissions, all statutory or regulatory licences, registrations, approvals, certificates, insurance covers, clearances, authorities, powers of attorney given by, issued to or executed in favour of JIL shall stand transferred to the Amalgamated Company as if the same were originally given by, issued to or executed in favour of the Amalgamated Company, and the Amalgamated Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Amalgamated Company. In so far as the various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed, granted by any governmental body, local authority, or by any other person, or availed by JIL is concerned, the same shall vest with and be available to the Amalgamated Company on the same terms and conditions as applicable to JIL as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Amalgamated Company.

4.4 Upon the Effective Date and with effect from the Appointed Date, all the resolutions, if any, of JIL which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as the resolutions of the Amalgamated Company and, if any such resolutions have an upper monetary or any other limits imposed under the provisions of the Act, then the said limits shall apply mutatis mutandis to such resolutions and shall constitute the aggregate of the said limits in the Amalgamated Company.

## **5. EMPLOYEES**

- 5.1 Upon the Effective Date, the employees of JIL as on the Effective Date, if any, shall be deemed to have become employees of the Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to JIL on the Effective Date. The services of such employees, if any, with JIL up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.
- 5.2 Upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of JIL as on the Appointed Date, if any, shall be made by the Amalgamated Company in accordance with the provisions of such schemes or funds and Applicable Law.
- 5.3 Upon the Effective Date, the treatment of the options granted by JIL prior to the Effective Date, shall be as under:
- (i) The Amalgamated Company shall adopt the Existing ESOP Schemes as per the terms hereunder and subject to Applicable Law. The Existing ESOP Schemes as adopted by the Amalgamated Company is referred to as the “New ESOP Schemes”.
  - (ii) With respect to the stock options granted by JIL prior to the Effective Date under the Existing ESOP Schemes, the same would continue to be held by such option holders, and upon the Effective Date, all such option holders (whether the options granted to such option holders are vested or not) shall also be issued the stock options by the Amalgamated Company under the New ESOP Schemes on a proportionate basis.
  - (iii) JIL shall be responsible for issuance of its shares upon exercise of the stock options granted by it prior to the Effective Date under the Existing ESOP Schemes to the option holders. Similarly, the Amalgamated Company shall be responsible for issuance of its shares under the New ESOP Schemes after the Effective Date, upon exercise of the stock options granted by the Amalgamated Company pursuant to Clause 5.3(ii) to the option holders holding stock options prior to the Effective Date in JIL.
  - (iv) Any treatment of stock options (including adjustments to the exercise price of stock options) shall not be less favorable than existing terms of the stock options granted under the Existing ESOP Schemes and shall not be prejudicial to the interest of the employees.
  - (v) While granting stock options to the existing option holders in JIL, it shall be the responsibility of the Amalgamated Company to take into account the period during which the employees held stock options granted by JIL, for determining the vesting dates and exercise dates for stock options granted by the Amalgamated Company.

## **6. CONTINUATION OF LEGAL PROCEEDINGS**

- 6.1 Upon the Effective Date, legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of JIL, whether pending on the Appointed Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date) and in each case relating to JIL (“JIL Proceeding(s)”) shall be continued and enforced by or against the Amalgamated Company after the Effective Date, to the extent permissible under Applicable Law and in accordance with the Composite Scheme.
- 6.2 If any JIL Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the Composite Scheme and the proceedings may be continued, prosecuted

and enforced, by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against JIL, as applicable, as if the Composite Scheme had not been made.

## **7. TREATMENT OF TAXES**

- 7.1 Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by JIL (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to JIL, from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of the Amalgamated Company.
- 7.2 Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which JIL is entitled to, shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.
- 7.3 All the expenses incurred by JIL and the Amalgamated Company in relation to the amalgamation of JIL with the Amalgamated Company as per the Composite Scheme including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which the Composite Scheme becomes effective.
- 7.4 Any refund under the tax laws due to JIL consequent to the assessments made on JIL, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the passing of the orders on the Composite Scheme by the NCLT and upon relevant proof and documents being provided to the said authorities.
- 7.5 JIL may be entitled to various incentive schemes and pursuant to the Composite Scheme, it is declared that the benefits under all such schemes and policies pertaining to JIL, shall stand transferred to and vested in the Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by the Amalgamated Company.

## **8. SAVING OF CONCLUDED TRANSACTIONS**

- 8.1 The transfer of Assets and Liabilities to, and the continuance of proceedings by or against, the Amalgamated Company as envisaged in the Composite Scheme shall not affect any transaction or proceedings already concluded by JIL on or before the Appointed Date and after the Appointed Date, till the effectiveness of the Composite Scheme to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by JIL in respect thereto as done and executed on behalf of itself.

## **9. CONDUCT OF BUSINESS**

- 9.1 Subject to the effectiveness of the Composite Scheme, with effect from the Appointed Date and up to and including the Effective Date:
- (i) JIL undertakes to carry on its affairs and shall be deemed to carry on its affairs and stand possessed of their Assets, for and on account of and in trust for the Amalgamated Company; and



- (ii) All income, receipts, profits accruing to JIL and all taxes thereon or Liabilities or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the income, expenses, payments, profits, Liabilities, taxes or losses, as the case may be, of the Amalgamated Company.
- 9.2 Subject to the effectiveness of the Composite Scheme, with effect from the date of approval of the Composite Scheme by the respective Board of Directors of JIL and the Amalgamated Company, and up to and including the Effective Date, JIL shall carry on their respective businesses with reasonable diligence and business prudence and in the same manner as they had been doing hitherto.
- 9.3 The Amalgamated Company shall also be entitled, pending the effectiveness of the Composite Scheme, to apply to the central government, state government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Amalgamated Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required/granted under any Applicable Law.

**10. ISSUE OF AMALGAMATION-2 AND CANCELLATION OF EXISTING SHARES HELD BY JIL IN THE AMALGAMATED COMPANY**

- 10.1 The Amalgamated Company shall have taken all necessary steps, including by way of passing all enabling corporate resolutions to increase or alter, to the extent required, its authorized share capital suitably so as to enable it to issue and allot the Amalgamation-2 Shares, and if applicable, for the issuance of the necessary share certificates and/or letters of allotment representing the Amalgamation-2 Shares.
- 10.2 The Amalgamated Company is a wholly owned subsidiary of JIL. In so far as the amalgamation of JIL into the Amalgamated Company is concerned, upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall, without any further application, act, instrument or deed, be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall, without any further act or deed, 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, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever, 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.
- 10.3 Provided however that with respect to the amalgamation of JIL into the Amalgamated Company, the number of Amalgamation-2 Shares will be equitably adjusted to reflect appropriately the effect of any share split, reverse share split, dividend, including any extra- ordinary cash dividend, reorganization, recapitalization, reclassification, combination, exchange of shares, or other like change with respect to the Amalgamated Company's share capital as on the Amalgamation-2 Record Date.
- 10.4 The Amalgamated Company shall not allot Amalgamation-2 Shares in respect of any fractional entitlements to which an equity shareholder of JIL may be entitled on allotment of Amalgamation-2 Shares as per Clause 10.2 above. The Board of the Amalgamated Company shall consolidate all such fractional entitlements and thereupon issue the Amalgamation-2 Shares (which shall be rounded off to the next closest number) in lieu thereof to a person/ trustee authorized by the Board of the Amalgamated Company in this behalf who shall hold the Amalgamation-2 Shares in trust on behalf of the equity shareholders of JIL entitled to fractional entitlements, if any, with the express understanding that such person/trustee shall sell the shares of the Amalgamated Company so allotted on the Stock Exchange within a period of 90 days from the date of allotment of Amalgamation-2 Shares as per Clause 10.2 above and at such price or prices and to such

person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the shareholders of JIL in proportion to their respective fractional entitlements.

- 10.5 The Amalgamation-2 Shares issued and allotted pursuant to Clause 10.2 above shall be subject to the memorandum and articles of association of the Amalgamated Company and shall rank pari passu in all respects, including dividend, with the existing shares of the Amalgamated Company.
- 10.6 The issue and allotment of the Amalgamation-2 Shares is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.
- 10.7 Approval of the Composite Scheme by the shareholders of the Amalgamated Company shall be deemed to mean that the shareholders have also accorded all relevant consents under the Act for the issue and allotment of the Amalgamation-2 Shares.
- 10.8 The cancellation of the equity share capital as per Clause 10.2 above and the consequential capital reduction shall be effected as a part of the Composite Scheme, itself and not under a separate procedure in terms of Section 66 of the Act. The consent of the shareholders of the Amalgamated Company to the Composite Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 66 of the Act and no further compliances would be separately required.
- 10.9 The reduction of capital of the Amalgamated Company, as above, does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.
- 10.10 Notwithstanding the reduction of the existing share capital of the Amalgamated Company in terms of Clause 10.2 above, the Amalgamated Company shall not be required to add “and reduced” as a suffix to its name.
- 10.11 The Amalgamation-2 Shares to be issued to the shareholders of JIL shall be issued in compliance with applicable laws and all details relating to such shareholders shall be made available to the Amalgamated Company.
- 10.12 The Amalgamation-2 Shares issued and allotted pursuant to Clause 10.2 above shall be listed on the Stock Exchanges in accordance with the provisions of the SEBI Circular.
- 10.13 The Amalgamation-2 Shares to be issued by the Amalgamated Company, in terms of Clause 10.2 above will, subject to approval/ exemption from SEBI, 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 terms of Rule 19(7) of the Securities Contract (Regulation) Rules, 1957 and other applicable rules/ regulations. The Amalgamated Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the Applicable Laws for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled the Stock Exchanges shall list and /or admit such equity shares for the purpose of trading.
- 10.14 The Amalgamation-2 Shares allotted pursuant to the Composite Scheme shall remain frozen in the depository system till listing/ trading permission is given by the designated stock exchange.

## **11. ACCOUNTING TREATMENT**

### **11.1 Accounting Treatment in Books of JIL**

Pursuant to Part B of the Composite Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, JIL shall account for the amalgamation of the Amalgamating Companies with JIL in its

books of accounts in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) JIL shall record the Assets and Liabilities, of the Amalgamating Companies vested in it pursuant to the Composite Scheme, at their respective book values as appearing in the books of the Amalgamating Companies;
- (ii) JIL shall aggregate all the reserves (general reserves, free reserves, capital reserves, securities premium or reserves of any other nature), if any, vested in it pursuant to the amalgamation of the Amalgamating Companies with and into JIL at their respective book values as specified in the books of accounts of the Amalgamating Companies and shall treat such reserves in its books of accounts in the same manner as it treats its own reserves;
- (iii) JIL shall issue and allot its equity shares to the shareholders of the Amalgamating Companies in accordance with Clause 10.2 of Part B of the Composite Scheme. With respect to the Amalgamation-1 Shares issued by JIL, the share capital account of JIL would be credited with the aggregate face value of the equity shares issued by it;
- (iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, if any, between the Amalgamating Companies and JIL shall stand cancelled;
- (v) The difference between the book value of Assets, Liabilities, reserves as reduced by the face value of the equity shares issued by JIL and after considering the cancellation of inter-company balances in accordance with Clause 11.1(iv) above, shall be recorded within “other equity” of JIL; and
- (vi) In case of any difference in the accounting policies between the Amalgamating Companies and JIL, the impact, if any of the same will be quantified and adjusted in the “Other Equity” of JIL to ensure that the financial statements of JIL reflect the financial position on the basis of consistent accounting policy.

#### 11.2 Accounting Treatment in Books of Amalgamated Company

Pursuant to Part C of the Composite Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation of JIL with and into the Amalgamated Company in its books of accounts in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) The Amalgamated Company shall record the Assets and Liabilities, of JIL vested in it pursuant to the Composite Scheme at their respective book values as appearing in the books of JIL;
- (ii) The Amalgamated Company shall aggregate all the reserves (general reserves, free reserves, capital reserves, securities premium or reserves of any other nature), if any, vested in it pursuant to the amalgamation of JIL with and into the Amalgamated Company at their respective book values as specified in the books of accounts of JIL and shall treat such reserves in its books of accounts in the same manner as it treats its own reserves;
- (iii) The Amalgamated Company shall issue and allot its equity shares to the shareholders of JIL in accordance with Clause 10.2 of Part C of the Composite Scheme. With respect to the Amalgamation-2 Shares issued by the Amalgamated Company, the share capital account of the Amalgamated Company would be credited with the aggregate face value of the equity shares issued by it;
- (iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, if any, between JIL and the Amalgamated Company shall stand cancelled;
- (v) The difference between the book value of Assets, Liabilities, reserves as reduced by the face value of the equity shares issued by the Amalgamated Company and after considering the cancellation of inter-company balances in accordance with Clause 11.1(iv) above, shall be recorded within “Other Equity” of the Amalgamated Company; and

- (vi) In case of any difference in the accounting policies between JIL and the Amalgamated Company, the impact, if any of the same will be quantified and adjusted in the “Other Equity” of the Amalgamated Company to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

11.3 It is specifically stated and confirmed that the accounting treatment of the Composite Scheme is in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

**12. RECLASSIFICATION OF THE AUTHORIZED SHARE CAPITAL OF THE AMALGAMATING COMPANIES/ COMBINATION OF THE AUTHORIZED SHARE CAPITAL OF THE AMALGAMATING COMPANIES INTO JIL**

12.1 Upon the Effective Date and as an integral part of Part B of the Composite Scheme, the authorized share capital of

- (i) the Amalgamating Company-1 comprising 10,000 equity shares of Rs. 10/- each, aggregating Rs. 1,00,000/- and 32,40,000 preference shares of Rs. 100/- each, aggregating Rs. 32,40,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 3,24,10,000 equity shares of Rs. 10/- each, aggregating Rs. 32,41,00,000/-;
- (ii) the Amalgamating Company-2 comprising 10,000 equity shares of Rs. 10/- each, aggregating Rs. 1,00,000/- and 9,25,000 preference shares of Rs. 100/- each, aggregating Rs. 9,25,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 92,60,000 equity shares of Rs. 10/- each, aggregating Rs. 9,26,00,000/-; and
- (iii) the Amalgamating Company-3 comprising 10,000 equity shares of Rs. 10/- each, aggregating Rs. 1,00,000/- and 8,75,000 preference shares of Rs. 100/- each, aggregating Rs. 8,75,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 87,60,000 equity shares of Rs. 10/- each, aggregating Rs. 8,76,00,000/-.

12.2 Upon the Effective Date and pursuant to the reclassification of the authorized share capital of the Amalgamating Companies in terms of Clause 12.1 of Part B of the Composite Scheme, the authorized share capital of (i) the Amalgamating Company-1 comprising 3,24,10,000 equity shares of Rs. 10/- each, aggregating Rs. 32,41,00,000/-; (ii) the Amalgamating Company-2 comprising 92,60,000 equity shares of Rs. 10/- each, aggregating Rs. 9,26,00,000/-; and (iii) the Amalgamating Company-3 comprising 87,60,000 equity shares of Rs. 10/- each, aggregating Rs. 8,76,00,000/-, shall stand combined with and be deemed to be added to the authorized share capital of JIL without any requirement of any further act or deed, including payment of stamp duty and fees payable to the Registrar of Companies, and the provisions of the Memorandum of Association of JIL (relating to the authorized share capital) shall, without any requirement of any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Composite Scheme shall be deemed to be sufficient for the purposes of effecting this amendment. In relation to the foregoing, if applicable, the Amalgamated Company shall pay the requisite fees on its authorized share capital enhanced by the amalgamation after having made the applicable adjustments, as permitted in terms of Section 232(3)(i) read with Section 233(11) of the Act.

12.3 Upon the Effective Date and pursuant to the combination of the authorized share capital of the Amalgamating Companies into JIL as per Clause 12.2 of Part B of the Composite Scheme, the authorized share capital of JIL shall comprise the following:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
6,85,30,000 equity shares of Rs. 10/- each	68,53,00,000/-
<b>Total</b>	<b>68,53,00,000/-</b>

**13. COMBINATION OF THE AUTHORIZED SHARE CAPITAL OF JIL INTO THE AMALGAMATED COMPANY/ RECLASSIFICATION OF THE AUTHORIZED SHARE CAPITAL OF THE AMALGAMATED COMPANY**

13.1 Upon the Effective Date and pursuant to the combination of the authorized share capital of the Amalgamating Companies into JIL pursuant to Clause 12.2 of Part B of the Composite Scheme, the authorized share capital of JIL shall stand combined with and be deemed to be added to the authorized share capital of the Amalgamated Company without any requirement of any further act or deed, including payment of stamp duty and fees payable to the RoC, and the provisions of the memorandum of association of the Amalgamated Company (relating to the authorized share capital) shall, without any requirement of a further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Composite Scheme shall be deemed to be sufficient for the purposes of effecting this amendment. In relation to the foregoing, if applicable, the Amalgamated Company shall pay the requisite fees on its authorized share capital enhanced by the amalgamation after having made the applicable adjustments, as permitted in terms of Section 232(3) (i) read with Section 233(11) of the Act.

13.2 Upon the Effective Date and pursuant to the combination of the authorized share capital of JIL into the Amalgamated Company as per Clause 12.1 of Part C of the Composite Scheme, the authorized share capital of the Amalgamated Company shall comprise the following:

<b>Authorized Share Capital</b>	<b>Amount(in Rs.)</b>
7,43,54,000 equity shares of Rs.10/- each	74,35,40,000/-
26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs.10/- each	2,62,36,170/-
10,00,000 10% non-cumulative redeemable preference shares of Rs.10/- each	1,00,00,000/-
<b>Total</b>	<b>77,97,76,170/-</b>

13.3 Upon the Effective Date and as an integral part of Part C of the Composite Scheme, the resultant authorized share capital of the Amalgamated Company as mentioned in Clause 12.2 of Part C of the Composite Scheme comprising: (i) 7,43,54,000 equity shares of Rs.10/- each, aggregating Rs. 74,35,40,000/-; (ii) 26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs.10/- each, aggregating Rs. 2,62,36,170/-; and (iii) 10,00,000 10% non-cumulative redeemable preference shares of Rs.10/- each, aggregating Rs. 1,00,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 7,79,77,617 equity shares of Rs.10/- each, aggregating Rs. 77,97,76,170/-.

**THE FEATURES SET OUT ABOVE BEING SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT, THE UNSECURED CREDITORS OF THE APPLICANT COMPANY-5/AMALGAMATED COMPANY ARE REQUESTED TO READ THE ENTIRE ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.**

**X. DIRECTORS, PROMOTERS AND KEY MANAGERIAL PERSONNEL:**

- i) The Scheme would not have any effect on the Directors or Key Managerial Personnel of the Applicant Companies. The Scheme is not intended, in any manner, to have any beneficial effect on the material interest, if any, of the Directors of the Applicant Companies, except to the extent of their shareholdings, if any.
- ii) The details of the present Directors and the Key Managerial Personnel (KMPs) of the Applicant Companies and shareholding pattern are as follows:

As on date, list of Promoters and Directors of the Amalgamating Company 1:

<b>Sr. No.</b>	<b>Name</b>	<b>Promoter/ Director</b>	<b>Residential/ Registered Office Address</b>
1.	Mr. Shyam Sunder Bhartia	Director	27 Claymore Road # 04-02, The Claymore, Singapore 229544
2.	Mrs. Kavita Bhartia	Director	2, Amrita Shergill Marg, New Delhi – 110003, India
3.	Mr. Takesh Mathur	Director	Flat no. 765, Pocket - E, Near Sanjay Park, Mayur Vihar Phase II, Delhi – 110091
4.	Mr. Parveen Kumar Goyal	Director	G-203, Prateek Laurel, Sector - 120, Noida - 201301, Uttar Pradesh
5.	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	Promoter	Plot No.1A, Sector-16A, Noida, Gautam, Buddha Nagar, Uttar Pradesh 201301.
6.	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	Promoter	Plot No.1A, Sector-16A, Noida, Gautam, Buddha Nagar, Uttar Pradesh 201301.

As on date, list of Promoters and Directors of the Amalgamating Company 2:

<b>Sr. No.</b>	<b>Name</b>	<b>Promoter/ Director</b>	<b>Residential/ Registered Office Address</b>
1.	Mrs. Kavita Bhartia	Director	2, Amrita Shergill Marg, New Delhi – 110003, India
2.	Ms. Aashti Bhartia	Director	2, Amrita Shergill Marg, New Delhi – 110003, India
3.	Mr. Takesh Mathur	Director	Flat no. 765, Pocket - E, Near Sanjay Park, Mayur Vihar Phase II, Delhi – 110091
4.	Mr. Parveen Kumar Goyal	Director	G-203, Prateek Laurel, Sector - 120, Noida - 201301, Uttar Pradesh
5.	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	Promoter	Plot No.1A, Sector-16A, Noida, Gautam, Buddha Nagar, Uttar Pradesh 201301.
6.	Mr. Hari Shanker Bhartia (on behalf of Hari Shanker Bhartia Family Trust)	Promoter	2, Amrita Shergill Marg, New Delhi – 110003, India

As on date, list of Promoters and Directors of the Amalgamating Company 3:

<b>Sr. No.</b>	<b>Name</b>	<b>Promoter/ Director</b>	<b>Residential/ Registered Office Address</b>
1.	Mr. Shyam Sunder Bhartia	Director	27 Claymore Road # 04-02, The Claymore, Singapore 229544
2.	Mr. Priyavart Bhartia	Director	19, Friends Colony (West), New Delhi – 110065, India
3.	Mr. Takesh Mathur	Director	Flat no. 765, Pocket - E, Near Sanjay Park, Mayur Vihar Phase II, Delhi – 110091

Sr. No.	Name	Promoter/ Director	Residential/ Registered Office Address
4.	Mr. Parveen Kumar Goyal	Director	G-203, Prateek Laurel, Sector - 120, Noida - 201301, Uttar Pradesh
5.	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	Promoter	Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
6.	Mr. Shamit Bhartia (On behalf of Shyam Sunder Bhartia Family Trust)	Promoter	19, Friends Colony (West), New Delhi – 110065, India

As on date, list of Promoters and Directors of the JIL:

Sr. No.	Name	Promoter/ Director	Residential/ Registered Office Address
1.	Mr. Priyavrat Bhartia	Chairman and Promoter	19, Friends Colony (West), New Delhi – 110065, India
2.	Mr. Shamit Bhartia	Director and Promoter	19, Friends Colony(West), New Delhi-110065
3.	Mr. Manu Ahuja	Chief Executive Officer and Managing Director	Flat No. 503B, Tower no. 5, The Magnolias DLF City Phase- V, Gurgaon, Haryana-122002, India
4.	Ms. Shivpriya Nanda	Independent Director	606-A, Block-B, Sushant Lok I, Phase-I, Gurugram-122002
5.	Mr. Radhey Shyam Sharma	Independent Director	B-1102, The World SPA (W), Sector-30, Gurugram-122001
6.	Mr. Ravinder Pal Sharma	Independent Director	M 337 Guru Harkishan Nagar, Paschim Vihar, New Delhi-110087
7.	Mr. Shyam Sunder Bhartia	Promoter	27, Claymore Road # 04-02, The Claymore, Singapore 229544
8.	Mr. Hari Shanker Bhartia	Promoter	2, Amrita Shergill Marg, New Delhi-110003, India
9.	Mrs. Kavita Bhartia	Promoter	2, Amrita Shergill Marg, New Delhi-110003, India
10.	Ms. Aashti Bhartia	Promoter	2, Amrita Shergill Marg, New Delhi-110003, India
11.	Mr. Arjun Shanker Bhartia	Promoter	2, Amrita Shergill Marg, New Delhi-110003, India
12.	Jaytee Private Limited	Promoter	Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India
13.	Jubilant Infrastructure Limited	Promoter	Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India
14.	VAM Holdings Ltd	Promoter	Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India
15.	HSSS Investment Holding Private Limited	Promoter	Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India
16.	KBHB Investment Holding Private Limited	Promoter	Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India
17.	SSBPB Investment Holding Private Limited	Promoter	Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India

Sr. No.	Name	Promoter/ Director	Residential/ Registered Office Address
18.	Jubilant Consumer Private Limited	Promoter	A-42, Sector-80, Noida, Gautam Buddha Nagar, UP-201304, India
19.	Torino Overseas Limited	Promoter	3rd Floor Geneva Place, Waterfront Drive P O Box 3175, Road Town Tortola, British Virgin Islands
20.	Cumin Investments Limited	Promoter	3rd Floor Geneva Place, Waterfront Drive P O Box 3175, Road Town Tortola, British Virgin Islands
21.	Rance Investment Holdings Limited	Promoter	3rd Floor Geneva Place, Waterfront Drive P O Box 3175, Road Town Tortola, British Virgin Islands
22.	Miller Holdings Pte. Limited	Promoter	27, Claymore Road # 04-02, The Claymore, Singapore 229544

*Note: Members of both Promoter and Promoter Group have been mentioned here.*

As on date, list of Promoters and Directors of the Amalgamated Company:

Sr. No.	Name	Promoter/ Director	Residential/ Registered Office Address
1.	Mr. Priyavrat Bhartia	Director	19, Friends Colony (West), New Delhi – 110065, India
2.	Mr. Shamit Bhartia	Director	19, Friends Colony (West), New Delhi – 110065, India
3.	Mr. Manu Ahuja	Chief Executive Officer and Whole-time Director	Flat No. 503B, Tower no. 5, The Magnolias DLF City Phase- V, Gurgaon, Haryana, India 122002
4.	Ms. Shivpriya Nanda	Independent Director	606-A, Block-B, Sushant Lok I, Phase-I, Gurugram-122002
5.	Mr. Radhey Shyam Sharma	Independent Director	B3-1102, The World SPA (W), Sector-30, Gurugram-122001
6.	Mr. Ravinder Pal Sharma	Independent Director	M 337 Guru Harkishan Nagar, Paschim Vihar, New Delhi-110087
7.	Jubilant Industries Limited	Promoter	Bhartiagram, Gajraula, District Amroha - 244223 Uttar Pradesh (India)

As on date, Shareholding Pattern of the Amalgamating Company 1:

S. No.	Particulars	Number of Shares	% holding
	<b>EQUITY SHAREHOLDERS</b>		
<b>1.</b>	<b>Promoter and Promoter Group</b>		
A.	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	5,000	50.00
B.	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
<b>2.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>



S. No.	Particulars	Number of Shares	% holding
	<b>7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>		
<b>1.</b>	<b>Promoter and Promoter Group</b>		
A.	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
B.	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
<b>2.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>32,40,000</b>	<b>100.00</b>

As on date, Shareholding Pattern of the Amalgamating Company 2:

S. No.	Particulars	Number of Shares	% holding
	<b>EQUITY SHAREHOLDERS</b>		
<b>1.</b>	<b>Promoter and Promoter Group</b>		
A.	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust)	9,800	98.00
B.	Mr. Hari Shanker Bhartia (Nominee on behalf of Hari Shanker Bhartia Family Trust)	200	2.00
<b>2.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

S. No.	Particulars	Number of Shares	% holding
	<b>7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>		
<b>1.</b>	<b>Promoter and Promoter Group</b>		
A.	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust)	7,50,000	100.00
<b>2.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>7,50,000</b>	<b>100.00</b>

Shareholding Pattern of Amalgamating Company No. 3

S. No.	Particulars	Number of Shares	% holding
	<b>EQUITY SHAREHOLDERS</b>		
<b>1.</b>	<b>Promoter and Promoter Group</b>		
A.	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustee on behalf of Shyam Sunder Bhartia Family Trust)	9,800	98.00
B.	Mr. Shamit Bhartia (Nominee on behalf of Shyam Sunder Bhartia Family Trust)	200	2.00
<b>2.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

S. No.	Particulars	Number of Shares	% holding
	<b>7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>		
<b>1.</b>	<b>Promoter and Promoter Group</b>		
A.	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
<b>2.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>7,10,000</b>	<b>100.00</b>

As on date, Shareholding Pattern of JIL:

Sr. No.	Particulars	No. of Equity Shares	% Holding
A.	<b>Promoter and Promoter Group</b>	1,12,66,637	74.78
1.	Mr. Priyavrat Bhartia	253	0.00
2.	Mr. Shamit Bhartia	6,561	0.04
3.	Mr. Shyam Sunder Bhartia	72,825	0.48
4.	Mr. Hari Shanker Bhartia	20,873	0.14
5.	Ms. Kavita Bhartia	613	0
6.	Ms. Aashti Bhartia	99	0
7.	Mr. Arjun Shanker Bhartia	99	0
8.	Jaytee Private Limited	380	0.00
9.	Jubilant Infrastructure Limited	50,000	0.33
10.	VAM Holdings Ltd	2,84,070	1.89
11.	HSSS Investment Holding Private Limited	71,64,048	47.55
12.	KBHB Investment Holding Private Limited	17,36,415	11.52
13.	SSBPB Investment Holding Private Limited	16,51,879	10.96
14.	Jubilant Consumer Private Limited	2,78,522	1.85
15.	Torino Overseas Limited	-	-
16.	Cumin Investments Limited	-	-
17.	Rance Investment Holdings Limited	-	-
18.	Miller Holdings Pte. Limited	-	-
	<b>Total (A)</b>	<b>1,12,66,637</b>	<b>74.78</b>
<b>B.</b>	<b>Public Shareholding</b>	<b>38,00,464</b>	<b>25.22</b>
	<b>Grand Total (A+B)</b>	<b>1,50,67,101</b>	<b>100.00</b>

As on date, Shareholding Pattern of the Amalgamated Company:

Sr. No.	Particulars	No. of Equity Shares of face value of Rs. 10/- each	% Holding
A.	<b>Promoter and Promoter Group</b>		
1.	Jubilant Industries Limited	5,608,545	100.00
2.	Jubilant Industries Limited jointly with Mr. Parveen Kumar Goyal	1	0.00
3.	Jubilant Industries Limited jointly with Mr. Prakash Chandra Bisht	1	0.00
4.	Jubilant Industries Limited jointly with Mr. Umesh Sharma	1	0.00
5.	Jubilant Industries Limited jointly with Mr. Sanjay Das	1	0.00
6.	Jubilant Industries Limited jointly with Mr. Arun Kumar Sharma	1	0.00
7.	Jubilant Industries Limited jointly with Mr. Ashwani Malhotra	1	0.00
8.	Jubilant Industries Limited jointly with Mr. Takesh Mathur	1	0.00
<b>B.</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>5,608,552</b>	<b>100.00</b>

**XI. STATEMENT DISCLOSING DETAILS OF COMPOSITE SCHEME AS PER SUB-SECTION 3 OF SECTION 230 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

Sr. No.	Particulars	HSSS Investment Holding Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
i	Details of the order of the NCLT directing the calling, convening and conducting of the meetings:					
A	Date of the order	Order dated May 3, 2023				
B	Date, time and venue of the meeting	Not Applicable	Not Applicable	Not Applicable	Meeting of the Equity Shareholders: Friday, July 28, 2023 at 2 p.m. at Registered office at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh (India).	Meeting of the Secured Creditors and Unsecured Creditors: Saturday, July 29, 2023 at 10.30 a.m. and 1.30 p.m. respectively, at Registered office at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh (India).
ii	Details of the Companies					
A	Corporate Identification Number (CIN)	U67100UP2013PTC054927	U67100UP2013PTC054992	U70102UP2013PTC054995	L24100UP2007PLC032909	U52100UP2008PLC035862
B	Permanent Account Number (PAN)	AADCH1285J	AAFCK0761N	AAFCK0762R	AABCH9323D	AADCC4657M
C	Name of Company	HSSS Investment Holding Private Limited	KBHB Investment Holding Private Limited	SSBPB Investment Holding Private Limited	Jubilant Industries Limited	Jubilant Agri and Consumer Products Limited
D	Date of incorporation	February 11, 2013	February 13, 2013	February 13, 2013	February 23, 2007	August 21, 2008
E	Type of Company	Private Limited company	Private Limited company	Private Limited company	Public Limited company	Public Limited company
F	Registered Office Address and E-mail address	Address: Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar - 201301, Uttar Pradesh, India Email: parveen.goyal@jepl.com	Address: Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar - 201301, Uttar Pradesh, India Email: parveen.goyal@jepl.com	Address: Plot No. 1A, Sector 16A, Noida, Gautam Buddha Nagar - 201301, Uttar Pradesh, India Email: parveen.goyal@jepl.com	Address: Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh, India Email: investorsjil@jubil.com	Address: Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh, India Email: investorsjil@jubil.com

Sr. No.	Particulars	HSSS Investment Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
G	Summary of main objects as per the Memorandum of Association; and main business carried on by the Company	The Amalgamating Company 1 is inter alia engaged in the business of making, holding and nurturing investments, inter-alia, in agri-products and performance polymer segments.	The Amalgamating Company 2 is inter alia engaged in the business of making, holding and nurturing investments, inter-alia, in agri-products and performance polymer segments.	The Amalgamating Company 3 is inter alia engaged in the business of making, holding and nurturing investments, inter-alia, in agri-products and performance polymer segments.	<p>1. To manufacture, fabricate, produce, mix or prepare, refine, extract, process, formulate, pack, repack, finish, buy, sell, import, export, distribute, acquire, hire, trade, deal in and deal with, store, enrich, mine, brew, distill, dehydrate, blend and generally to carry on business in or otherwise deal in:</p> <p>(a) all kinds of fertilizers (Straight, Complex and Mixed Fertilizers), manures, chemicals source materials, ingredients, mixtures, derivatives and compounds thereof, and agricultural and industrial chemicals including ammonium sulphate, ammonium chloride, anhydrous ammonium, sodium nitrate, calcium nitrate, potassium nitrate, ammonium nitrate, calcium ammonium nitrate, ammonium sulphate nitrate, urea, calcium cyanamide, single super phosphates, triple super phosphates, chelates with various metals and with various legends e.g. proteins, amides, acids, alcohol etc. and chemicals as soil conditioner, bio catalyst and bio stimulants for plant and other chemicals including fine chemicals and pharmaceutical chemicals, any and all classes and kinds of inorganic and organic, compounds and cosmetics, petrochemicals and gases or any other allied product or any compounds thereof, petroleum products, auxiliaries, aromatic chemicals, salt and marine minerals, insecticides, pesticides, herbicides, vermifuges, fungicides, germicides, dips sprays, Foliar sprays, disinfecting preparations, fumigators, and other germ killing materials, fats, drugs, medicines &amp; provisions and remedies of all kinds for agricultural, horticulture, floriculture and aquaculture purposes, trees, plantations (indoor and outdoor), gardening, sport complexes and other purposes or as remedies for human and animals and whether produced from vegetable, mineral, gaseous or any other matters or substances by and any process whether chemical, mechanical or electrical, perfumery materials, and all kinds of animal nutrition including niacin and various choline salts like choline chloride, choline bitrate, choline hydrogen citrate, choline bicarbonate, betaine hydrochloride, choline salicylate.</p>	<p>1. To manufacture, fabricate, produce, mix or prepare, refine, extract, process, formulate, pack, repack, finish, buy, sell, import, export, distribute, acquire, hire, trade, deal in and deal with, store, enrich, mine, brew, distill, dehydrate, blend and generally to carry on business in or otherwise deal in:</p> <p>(a) all kinds of fertilizers (Straight, Complex and Mixed Fertilizers), manures, chemicals source materials, ingredients, mixtures, derivatives and compounds thereof, and agricultural and industrial chemicals including ammonium sulphate, ammonium chloride, anhydrous ammonium, sodium nitrate, calcium nitrate, potassium nitrate, ammonium nitrate, calcium ammonium nitrate, ammonium sulphate nitrate, urea, calcium cyanamide, single super phosphates, triple super phosphates, chelates with various metals and with various legends e.g. proteins, amides, acids, alcohol etc. and chemicals as soil conditioner, bio catalyst and bio stimulants for plant and other chemicals including fine chemicals and pharmaceutical chemicals, any and all classes and kinds of inorganic and organic, compounds and cosmetics, petrochemicals and gases or any other allied product or any compounds thereof, petroleum products, auxiliaries, aromatic chemicals, salt and marine minerals, insecticides, pesticides, herbicides, vermifuges, fungicides, germicides, dips sprays, Foliar sprays, disinfecting preparations, fumigators, and other germ killing materials, fats, drugs, medicines &amp; provisions and remedies of all kinds for agricultural, horticulture, floriculture and aquaculture purposes, trees, plantations (indoor and outdoor), gardening, sport complexes and other purposes or as remedies for human and animals and whether produced from vegetable, mineral, gaseous or any other matters or substances by and any process whether chemical, mechanical or electrical, perfumery materials, and all kinds of animal nutrition including niacin and various choline salts like choline chloride, choline bitrate, choline hydrogen citrate, choline bicarbonate, betaine hydrochloride, choline salicylate.</p>

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					<p>(b) Vinyl Acetate Monomer, Acetaldehyde, Acetic acid, Acetic anhydride, Ethyl Alcohol, Ethyl Acetate, Polyvinyl Acetate, Polymers and Co-polymers of Vinyl Acetate, Monomer Acetate to Polymer and Vinyl Chloride Monomer, Polyvinyl Alcohol, Polyvinyl Acetyls including Polyvinyl formal and Polyvinyl butyral, Ethylene-Vinyl Alcohol, Ethylene- Vinyl acetate, Ethylene acrylic acids, Ethylene Methacrylate, homo and copolymer of lactic acid and lactides, homo and copolymer of styrene, butadiene, vinyl pyridine, acrylonitrile, unsaturated acids, synthetic acetates, acrylates, and natural resins and their product, emulsions and latexes for use in Paints and building products, bitumen and asphalt modifications, various gaskets, rubber and rubber products, foam rubber, rubber compounding materials, soaps, detergents, washing and cleaning compounds, packages, oils, oilseeds and other agricultural and horticultural products, impact modifiers, food polymers, polymers, Adhesives, Paper Coatings, coating compositions and paint raw materials, materials, printing and writing inks and artists' materials, Textiles, Binders, Wire Enamel, Floorings, Phonographic records, Specialty coatings, Forest wood products or any other use, Chemicals, Alkalies, Acids, gases, oils, paints, pigments and other colouring materials, varnishes, lacquers, compounds, dyes and dye-stuffs, organic or mineral, basic and intermediates, paints and colours, printing inks and dry salters, all kinds of adhesives, binders and glues, primers, hardeners, sealants, art &amp; craft materials, electroplating chemicals and other articles etc.</p> <p>(c) Synthesis of all types of polymers using emulsion, solution, suspension, bulk polymerization techniques which include homopolymers, pre-polymers, copolymers &amp; blends etc. of vinyl acetate, vinyl pyridine, styrene, butadiene, acrylate, acrylonitrile, acetates, isocyanate, glycols, alcohols, acids and other monomers derived from both petrochemical &amp; biobased sources as well as formulated products based on above.</p>	<p>(b) Vinyl Acetate Monomer, Acetaldehyde, Acetic acid, Acetic anhydride, Ethyl Alcohol, Ethyl Acetate, Polyvinyl Acetate, Polymers and Co-polymers of Vinyl Acetate, Monomer Acetate to Polymer and Vinyl Chloride Monomer, Polyvinyl Alcohol, Polyvinyl Acetyls including Polyvinyl formal and Polyvinyl butyral, Ethylene-Vinyl Alcohol, Ethylene- Vinyl acetate, Ethylene acrylic acids, Ethylene Methacrylate, homo and copolymer of lactic acid and lactides, homo and copolymer of styrene, butadiene, vinyl pyridine, acrylonitrile, unsaturated acids, acetates, acrylates, and natural resins and their product, emulsions and latexes for use in Paints and building products, bitumen and asphalt modifications, various gaskets, rubber and rubber products, foam rubber, rubber compounding materials, soaps, detergents, washing and cleaning compounds, packages, oils, oilseeds and other agricultural and horticultural products, impact modifiers, food polymers, Adhesives, Paper Coatings, coating compositions and paint raw materials, printing and writing inks and artists' materials, Textiles, Binders, Wire Enamel, Floorings, Phonographic records, Specialty coatings, Forest wood products or any other use, Chemicals, Alkalies, Acids, gases, oils, paints, pigments and other colouring materials, varnishes, lacquers, compounds, dyes and dye-stuffs, organic or mineral, basic and intermediates, paints and colours, printing inks and dry salters, all kinds of adhesives, binders and glues, primers, hardeners, sealants, art &amp; craft materials, electroplating chemicals and other articles etc.</p> <p>(c) Synthesis of all types of polymers using emulsion, solution, suspension, bulk polymerization techniques which include homopolymers, pre-polymers, copolymers &amp; blends etc. of vinyl acetate, vinyl pyridine, styrene, butadiene, acrylate, acrylonitrile, acetates, isocyanate, glycols, alcohols, acids and other monomers derived from both petrochemical &amp; biobased sources as well as formulated products based on above.</p>

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					<p>(d) any fats, dips, sprays, vermifuges, fungicides, insecticides, germicides, disinfecting preparations, fumigators, medicines and remedies of all kinds for agricultural, trees and fruit growing, gardening and other purposes or as remedies for humans and animals and whether produced from vegetable, mineral, gaseous, animal or any other matters of substances by any process whether, chemical, mechanical, electrical or otherwise.</p> <p>(e) all other constituents, ingredients, derivatives, raw materials, compounds, heavy chemicals, source materials, intermediate products, by products, formulations and preparations which use or require directly or indirectly the products mentioned in (a) to (d) above or any products wherein items (a) to (d) above, constitute ingredient(s).</p> <p>(f) Custom research for any or all of the above</p> <p>2. To initiate, acquire, set up, construct, establish, maintain, run, operate and manage business centres, hyper markets, departmental stores, super markets, shopping malls, discount stores, speciality stores, shopping outlets, convenience stores, wholesale, cash and carry operations, non-store formats, farms, estates, plantations, commodity exchanges, warehouses, distribution centres, extension centres, agricultural input and mandis, pumps, terminals, depots, showrooms, storage tanks and offices, any or all of them within or outside India and for the purpose to give or take on lease or hire, to deal in, buy, sell, trade, import, export, market, distribute, process, pack, re-pack, brand, label, move, preserve, cold storage, manufacture, produce, fabricate, repair, wholesale, retail, exchange, stock, supply, indent or otherwise and to carry on the business of manufacturers, traders, dealers, agents, factors, importers, exporters, merchants, franchisees, selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C &amp; F agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label</p>	<p>(d) anyfats,dips,sprays,vermifuges,fungicides, insecticides, germicides, disinfecting preparations, fumigators, medicines and remedies of all kinds for agricultural, trees and fruit growing, gardening and other purposes or as remedies for humans and animals and whether produced from vegetable, mineral, gaseous, animal or any other matters of substances by any process whether, chemical, mechanical, electrical or otherwise.</p> <p>(e) all other constituents, ingredients, derivatives, raw materials, compounds, heavy chemicals, source materials, intermediate products, by products, formulations and preparations which use or require directly or indirectly the products mentioned in (a) to (d) above or any products wherein items (a) to (d) above, constitute ingredient(s).</p> <p>(f) Custom research for any or all of the above</p> <p>2. To initiate, acquire, set up, construct, establish, maintain, run, operate and manage business centres, hyper markets, departmental stores, super markets, shopping malls, discount stores, speciality stores, shopping outlets, convenience stores, wholesale, cash and carry operations, non-store formats, farms, estates, plantations, commodity exchanges, warehouses, distribution centres, collection centres, agricultural input and mandis, pumps, terminals, depots, showrooms, storage tanks and offices, any or all of them within or outside India and for the purpose to give or take on lease or hire, to deal in, buy, sell, trade, import, export, market, distribute, process, pack, re-pack, brand, label, move, preserve, cold storage, manufacture, produce, fabricate, repair, wholesale, retail, exchange, stock, supply, indent or otherwise and to carry on the business of manufacturers, traders, dealers, agents, factors, importers, exporters, merchants, franchisees, selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C &amp; F agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label owners and holders, logo owners and</p>

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					<p>owners and holders, logo owners and holders, franchise holders, designers, repairers, maintainers, consultants, service providers, of all commercial, industrial, scientific, household, domestic, forest, agricultural, food products, raw as well as processed, of all kinds, consumer goods, consumer durables, and other consumers' necessities of every kind, make and sorts, on ready or forward basis, including foods and beverages of all kinds, groceries, spices, condiments and other edible items, other edible items, fruits and vegetables, confectionery, bakery, confectionary, dairy and dairy products, meat and poultry products, sea foods, packaged drinking water, mineral water, wine, liquor, all types of drinks including soft drinks and hard drinks, whether Indian made or foreign made, flowers, made, flowers, cosmetic, pharmaceuticals, automobile, hardware, plants, machineries, equipments, apparatus, gadgets, appliances, computer hardware, computer parts, softwares, communication products and accessories of all kinds, communication equipments, information technology products, steel products, accessories, spare parts, tea, coffee and jute, fashion, apparels, garments, textiles, finished/grey fabrics, knitted, hosiery, linens, furnishing fabrics, fabrics of all kinds, readymade garments and clothing, lingerie, leather, rubber and plastic products, luggage and other bags, footwear, music, books, watches, gifts, toys, sports items, stationary, glass wares, enamel wares, earthenwares, porcelain wares, plastics, rubber, handicrafts, antiques, accessories, home décor items, furniture and fittings, personal care products, healthcare &amp; beauty products, metals, precious and semi precious stones, jewellery, paper and paper products, perfumery, engineering goods, electrical &amp; electronic goods, apparatus, gadgets, utensils, and all other types of general goods, consumables, materials, accessories, commodities and equipments or any other general merchandising or service of every nature, types and description, packing materials, building materials of all kinds, all chemicals, fertilizers, pesticides, insecticides, other similar products, all kinds of petroleum, petroleum products and by products, petrochemicals, fuel, oil,</p>	<p>holders, franchise holders, designers, repairers, maintainers, consultants, service providers, of all commercial, industrial, scientific, household, domestic, forest, agricultural, food products, raw as well as processed, of all kinds, consumer goods, consumer durables, and other consumers' necessities of every kind, make and sorts, on ready or forward basis, including foods and beverages of all kinds, groceries, spices, condiments and other edible items, fruits and vegetables, confectionery, bakery, confectionary, dairy and dairy products, sea foods, packaged drinking water, mineral water, wine, liquor, all types of drinks including soft drinks and hard drinks, whether Indian made or foreign made, flowers, cosmetic, pharmaceuticals, automobile, hardware, plants, machineries, equipments, apparatus, gadgets, appliances, computer hardware, computer parts, softwares, components, communication products and accessories of all kinds, communication equipments, information technology products, steel products, accessories, spare parts, tea, coffee and jute, fashion, apparels, garments, textiles, finished/grey fabrics, knitted, hosiery, linens, furnishing fabrics, fabrics of all kinds, readymade garments and clothing, lingerie, leather, rubber and plastic products, luggage and other bags, footwear, music, books, watches, gifts, toys, sports items, stationary, glass wares, enamel wares, earthenwares, porcelain wares, plastics, rubber, handicrafts, antiques, accessories, home décor items, furniture and fittings, personal care products, healthcare &amp; beauty products, metals, precious and semi precious stones, jewellery, paper and paper products, perfumery, engineering goods, electrical &amp; electronic goods, apparatus, gadgets, utensils, and all other types of general goods, consumables, materials, accessories, commodities and equipments or any other general merchandising or service of every nature, types and description, packing materials, building materials of all kinds, all chemicals, fertilizers, pesticides, insecticides, other similar products, all kinds of petroleum, petroleum products and by products, petrochemicals, fuel, oil,</p>

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H	Details of change of name, Registered Office and objects of the Company during the last five years.	There is no change of name, registered office and objects of the Company during the last five years.	There is no change of name, registered office and objects of the Company during the last five years.	There is no change of name, registered office and objects of the Company during the last five years.	fertilizers, pesticides, insecticides, other similar products, all kinds of petroleum, petroleum products and by products, petrochemicals, fuel, oil, crude including other related products, dyes, paints, agricultural inputs and to undertake all agricultural and allied activities, dairy, poultry, animal husbandry, fishery, processing, cold storage, packaging activities and to deal in, trade, export or import including raising of crops and plantations and to produce all types of agricultural produce, manufacture of all agro based products, processed foods, dairy products, animal products, sea foods and to set up, acquire, merge, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose.	crude including other related products, dyes, paints, agricultural inputs and to undertake all agricultural and allied activities, dairy, poultry, animal husbandry, fishery, processing, cold storage, packaging activities and to deal in, trade, export or import including raising of crops and plantations and to produce all types of agricultural produce, manufacture of all agro based products, processed foods, dairy products, animal products, sea foods and to set up, acquire, merge, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose.
I	Name of stock exchange(s) where securities of the Company are listed, if applicable.	Unlisted	Unlisted	Unlisted	1. National Stock Exchange of India Limited 2. BSE Limited	Unlisted
J	Details of capital structure - Authorized, Issued, subscribed and paid-up share capital	As per Para III of the Explanatory Statement and Clause 2.1.1 of Part A of the Scheme	As per Para IV of the Explanatory Statement and Clause 2.1.2 of Part A of the Scheme	As per Para V of the Explanatory Statement and Clause 2.1.3 of Part A of the Scheme	As per Para VI of the Explanatory Statement and Clause 2.2 of Part A of the Scheme	As per Para VII of the Explanatory Statement and Clause 2.3 of Part A of the Scheme
K	Name of the promoters and directors along with their addresses	Please refer Para X of this Explanatory Statement	Please refer Para X of this Explanatory Statement	Please refer Para X of this Explanatory Statement	Please refer Para X of this Explanatory Statement	Please refer Para X of this Explanatory Statement



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iii	If the Scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such Scheme of Arrangement including holding, subsidiary or associate companies.	JIL is the Associate Company of Amalgamating Company-1.	Shareholder of JIL	Shareholder of JIL	Further, Amalgamating Company-1, Amalgamating Company-2 and Amalgamating Company-3 are shareholders and promoter group Companies of JIL.	Wholly-owned Subsidiary of JIL
iv	The date of Board Meeting at which the scheme was approved by the Board of Directors including the name of Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.	The Board of Directors has approved the Composite Scheme on August 12, 2022. Thereafter, the scheme has been revised to incorporate the observations suggested by the Stock Exchanges vide their Observation Letters dated February 17, 2023, respectively. The Board has approved the amended Scheme on March 13, 2023. The Board Meeting approving the scheme was held on August 12, 2022 and the same was attended by Mrs. Kavita Bhartia, Mr. Takesh Mathur and Mr. Parveen Kumar Goyal and the resolution was passed unanimously.	The Board of Directors has approved the Composite Scheme on August 12, 2022. Thereafter, the scheme has been revised to incorporate the observations suggested by the Stock Exchanges vide their Observation Letters dated February 17, 2023, respectively. The Board has approved the amended Scheme on March 13, 2023. The Board Meeting approving the scheme was held on August 12, 2022 and the same was attended by Mrs. Kavita Bhartia, Ms. Aashiti Bhartia, Mr. Takesh Mathur and Mr. Parveen Kumar Goyal and the resolution was passed unanimously.	The Board of Directors has approved the Composite Scheme on August 12, 2022. Thereafter, the scheme has been revised to incorporate the observations suggested by the Stock Exchanges vide their Observation Letters dated February 17, 2023, respectively. The Board has approved the amended Scheme on March 13, 2023. The Board Meeting approving the scheme was held on August 12, 2022 and the same was attended by Mr. Takesh Mathur and Mr. Parveen Kumar Goyal and the resolution was passed unanimously.	The Board of Directors has approved the Composite Scheme on August 12, 2022. Thereafter, the scheme has been revised to incorporate the observations suggested by the Stock Exchanges vide their Observation Letters dated February 17, 2023, respectively. The Board has approved the amended Scheme on March 13, 2023. The Board Meeting approving the scheme was held on August 12, 2022 and the same was attended by all the Directors, i.e. Mr. Priyavrat Bhartia, Mr. Shamit Bhartia, Ms. Shivpriya Nanda, Mr. Manu Ahuja, Mr. Radhey Shyam Sharma and Mr. Ravinder Pal Sharma and the resolution was passed unanimously. However, Mr. Priyavrat Bhartia, Mr. Shamit Bhartia and Mr. Manu Ahuja being interested didn't participate and vote on this resolution.	The Board of Directors has approved the Composite Scheme on August 12, 2022. Thereafter, the scheme has been revised to incorporate the observations suggested by the Stock Exchanges vide their Observation Letters dated February 17, 2023, respectively. The Board has approved the amended Scheme on March 13, 2023. The Board Meeting approving the scheme was held on August 12, 2022 and the same was attended by all the Directors, i.e. Mr. Priyavrat Bhartia, Mr. Shamit Bhartia, Ms. Shivpriya Nanda, Mr. Manu Ahuja, Mr. Radhey Shyam Sharma and Mr. Ravinder Pal Sharma and the resolution was passed unanimously. However, Mr. Priyavrat Bhartia, Mr. Shamit Bhartia and Mr. Manu Ahuja being interested didn't participate and vote on this resolution.
V	Explanatory Statement disclosing details of the scheme of Arrangement including:	<p data-bbox="1256 1434 1425 1459">HSSS Investment Holding Private Limited – Amalgamating Company-1</p> <p data-bbox="1256 1459 1425 1484">KBHB Investment Holding Private Limited– Amalgamating Company-2</p> <p data-bbox="1256 1484 1425 1509">SSBPB Investment Holding Private Limited– Amalgamating Company-3</p> <p data-bbox="1256 1509 1425 1535">Jubilant Industries Limited- JIL</p> <p data-bbox="1256 1535 1425 1560">Jubilant Agri and Consumer Products Limited- Amalgamated Company</p>				
a	Parties involved in the Scheme of Arrangement	<p data-bbox="1425 1434 1425 1459">HSSS Investment Holding Private Limited – Amalgamating Company-1</p> <p data-bbox="1425 1459 1425 1484">KBHB Investment Holding Private Limited– Amalgamating Company-2</p> <p data-bbox="1425 1484 1425 1509">SSBPB Investment Holding Private Limited– Amalgamating Company-3</p> <p data-bbox="1425 1509 1425 1535">Jubilant Industries Limited- JIL</p> <p data-bbox="1425 1535 1425 1560">Jubilant Agri and Consumer Products Limited- Amalgamated Company</p>				

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b	<p>“Appointed Date” means July 1, 2022 or such other date as may be mutually agreed in writing between the Companies and fixed by the respective Boards’ of the Companies.</p> <p>“Effective Date”:</p> <p>(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 this Scheme with the RoC; and</p> <p>(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 this Scheme with the RoC.</p>	<p><b>For Amalgamation 1</b></p> <p>71,64,048 Equity Shares held by Amalgamating Company - 1 in JIL shall stand cancelled and simultaneously and concurrently with such cancellation, JIL shall issue the same number of Equity Shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.</p> <p><b>For Amalgamation 2</b></p> <p>The Amalgamated Company shall issue &amp; allot equity 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 record date, 1 (One) equity share shall be issued and allotted by the Amalgamated Company, to each equity shareholders of JIL.</p>	<p><b>For Amalgamation 1</b></p> <p>17,36,415 Equity Shares held by Amalgamating Company - 2 in JIL shall stand cancelled and simultaneously and concurrently with such cancellation, JIL shall issue the same number of Equity Shares to the HSB Family Trust, being the sole Equity and Preference Shareholder of the Amalgamating Company-2.</p> <p><b>For Amalgamation 2</b></p> <p>The Amalgamated Company shall issue &amp; allot equity 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 record date, 1 (One) equity share shall be issued and allotted by the Amalgamated Company, to each equity shareholders of JIL.</p>	<p><b>For Amalgamation 1</b></p> <p>16,51,879 Equity Shares held by Amalgamating Company - 3 in JIL shall stand cancelled and simultaneously and concurrently with such cancellation, JIL shall issue the same number of Equity Shares to the SSB Family Trust, being the sole Equity and Preference Shareholder of the Amalgamating Company-3.</p> <p><b>For Amalgamation 2</b></p> <p>The Amalgamated Company shall issue &amp; allot equity 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 record date, 1 (One) equity share shall be issued and allotted by the Amalgamated Company, to each equity shareholders of JIL.</p>	<p><b>For Amalgamation 1</b></p> <p>“The Amalgamating Company-1 holds 71,64,048 equity shares in JIL. The entire issued and paid-up equity as well as 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. Upon the effectiveness of the amalgamation of the Amalgamating Company-1 into JIL, 71,64,048 equity shares shall stand cancelled and simultaneously and concurrently with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.</p> <p><b>For Amalgamation 2</b></p> <p>The Amalgamating Company-2 holds 17,36,415 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-2, is held by Hari Shanker Bhartia Family Trust (“HSB Family Trust”), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-2. Upon the effectiveness of the amalgamation of the Amalgamating Company-2 into JIL, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL shall stand cancelled and simultaneously and concurrently with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-2.</p>	<p><b>For Amalgamation-2</b></p> <p>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 equity 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 record date, 1 (One) equity share 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 record date.</p>

Sr. No.	Particulars	HSSS Investment Holding Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
					<p>The Amalgamating Company-3 holds 16,51,879 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-3, is held by Shyam Sunder Bhartia Family Trust ("SSB Family Trust"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-3. Upon the effectiveness of the amalgamation of the Amalgamating Company-3 into JIL, 16,51,879 equity shares held by SSBPB in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the SSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-3.</p> <p>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 Scheme coming into effect, 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 Scheme coming into effect, 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.</p>	

Sr. No.	Particulars	HSSS Investment Holding Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
c	Summary of Share Entitlement Ratio Report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at registered office of the Company	Refer Clause 9 of the Fair Share Entitlement Ratio Report. The same is available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 am and 1.00 pm upto the date of the meeting.	Refer Clause 9 of the Fair Share Entitlement Ratio Report. The same is available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 am and 1.00 pm upto the date of the meeting.	Refer Clause 9 of the Fair Share Entitlement Ratio Report. The same is available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 am and 1.00 pm upto the date of the meeting.	<b>For Amalgamation-2</b> 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 equity 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 record date, 1 (One) equity share 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 record date.” Refer Clause 9 of the Fair Share Entitlement Ratio Report. The same is available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 am and 1.00 pm upto the date of the meeting.	Refer Clause 9 of the Fair Share Entitlement Ratio Report. The same is available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 am and 1.00 pm upto the date of the meeting.
d	Details of capital or debt restructuring, if any	Company shall stand dissolved without winding up; its share capital shall stand combined with JIL.	Company shall stand dissolved without winding up; its share capital shall stand combined with JIL	Company shall stand dissolved without winding up; its share capital shall stand combined with JIL	Upon the Effectiveness of Amalgamation-1, the authorized share capital of JIL shall comprise 6,85,30,000 equity shares of Rs. 10/- each aggregating Rs. 68,53,00,000/-.	Upon the Effectiveness of Amalgamation-2, the authorized share capital of the Amalgamated Company shall comprise: (i) 7,43,54,000 equity shares of Rs.10/- each, aggregating Rs. 74,35,40,000/-; (ii) 26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs.10/- each, aggregating Rs. 2,62,36,170/-; and (iii) 10,00,000 10% non-cumulative redeemable preference shares of Rs.10/- each, aggregating Rs. 1,00,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 7,79,77,617 equity shares of Rs.10/- each, aggregating Rs. 77,97,76,170/-.
e	Rationale for Scheme of Arrangement	Refer Clause B of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clause B of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clause B of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clause B of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clause B of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.

Sr. No.	Particulars	HSSS Investment Holding Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
f	Benefits of the Demerger/Merger as perceived by the Board of Directors to the Company members, creditors and others (as applicable).	Refer Clauses B (8) of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clauses B (8) of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clauses B (8) of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clauses B (8) of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.	Refer Clauses B (8) of the Preamble of the Scheme. You may also refer Para VIII of the Explanatory Statement.
g	Amount due to unsecured and secured Creditors as of 31st January 2023	Unsecured Creditors: NIL Secured Creditors: NIL	Unsecured Creditors: NIL Secured Creditors: NIL	Unsecured Creditors: NIL Secured Creditors: NIL	Unsecured Creditors: NIL Secured Creditors: NIL	Unsecured Creditors: Rs. 177,81,13,499/- Secured Creditors: Rs. 185,80,17,326/-
vi	Disclosure about effect of the Scheme					
a	Key Managerial Personnel (KMP) (other than Directors)	No effect.	No effect.	No effect.	No effect	No effect
b	Directors	No effect	No effect	No effect	No effect	No effect
c	Promoters	No effect.	No effect	No effect	Amalgamation-1: No effect Amalgamation-2: No effect, since post effectiveness of Amalgamation-2, the promoters shall be allotted same number of shares in the Amalgamated Company as they are holding in JIL	No effect
d	Non-promoter members	NIL	NIL	NIL	Amalgamation-1: No effect Amalgamation-2: No effect, since post effectiveness of Amalgamation-2, the Non-promoter members shall be allotted same number of shares in the Amalgamated Company as they are holding in JIL	NIL
e	Depositors	NIL	NIL	NIL	NIL	NIL
f	Creditors	NIL	NIL	NIL	NIL	No effect
g	Debenture holders	NIL	NIL	NIL	NIL	NIL
h	Deposit Trustee and Debenture Trustee	NIL	NIL	NIL	NIL	NIL
i	Employees of the Company	No effect	No effect	No effect	No effect	No Effect

Sr. No.	Particulars	HSSS Investment Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
vii	Disclosure about effect of Scheme of Arrangement on material interest of Directors, Key Managerial Personnel (KMP) and Debenture Trustee	No effect	No effect	No effect	No Effect, except to the extent of shareholding, if any, in JIL.	No Effect
	Directors	No effect	No effect	No effect	No Effect, except to the extent of shareholding, if any, in JIL.	No effect
	Key Managerial Personnel	No effect	No effect	No effect	No Effect, except to the extent of shareholding, if any, in JIL.	No effect
	Debenture Trustee	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
viii	Investigation or proceedings, if any, pending against the Company under the Act	NIL	NIL	NIL	NIL	NIL
ix	Details of the availability of the following documents for obtaining extract from or making or obtaining copies of or inspection by the members and creditors, namely:					
a	Latest Audited Financial Statements of the Company including consolidated financial statements	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.
b	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.
c	Copy of the Scheme of Arrangement	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.
d	Contracts or Agreements material to the Scheme of Arrangement	There are no contracts or agreements material to the Scheme of Arrangement	There are no contracts or agreements material to the Scheme of Arrangement	There are no contracts or agreements material to the Scheme of Arrangement	There are no contracts or agreements material to the Scheme of Arrangement	There are no contracts or agreements material to the Scheme of Arrangement

Sr. No.	Particulars	HSSS Investment Holding Private Limited (Amalgamating Company-1)	KBHB Investment Holding Private Limited (Amalgamating Company-2)	SSBPB Investment Holding Private Limited (Amalgamating Company-3)	Jubilant Industries Limited (JIL)	Jubilant Agri and Consumer Products Limited (Amalgamated Company)
e	The certificate issued by the Auditor of the company to the effect that the accounting treatment, if any, proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.	Available at Registered Office of the Applicant Company between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting.
f	Such other information or documents as the Board believes necessary and relevant for making decision for or against the Scheme of Arrangement	Refer to Para XII (c) of the Explanatory Statement	Refer to Para XII (c) of the Explanatory Statement	Refer to Para XII (c) of the Explanatory Statement	Refer to Para XII (c) of the Explanatory Statement	Refer to Para XII (c) of the Explanatory Statement
x	Details of approvals, Sanctions, no objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme of Arrangement	Notice under Section 230(5) of Companies Act, 2013 is being given to the Central Government/ Regional Director, Registrar of Companies, Official Liquidator and Income Tax Authorities.	Notice under Section 230(5) of Companies Act, 2013 is being given to the Central Government/ Regional Director, Registrar of Companies, Official Liquidator and Income Tax Authorities.	Notice under Section 230(5) of Companies Act, 2013 is being given to the Central Government/ Regional Director, Registrar of Companies, Official Liquidator and Income Tax Authorities.	Notice under Section 230(5) of Companies Act, 2013 is being given to the Central Government/ Regional Director, Registrar of Companies, Official Liquidator and Income Tax Authorities.	Notice under Section 230(5) of Companies Act, 2013 is being given to the Central Government/ Regional Director, Registrar of Companies, Official Liquidator and Income Tax Authorities.
xi	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means	No notices are needed, since meeting of Equity Shareholders has been dispensed with by order dated May 3, 2023 in Company Application No. 6/ALD/2023.	No notices are needed, since meeting of Equity Shareholders has been dispensed with by order dated May 3, 2023 in Company Application No. 6/ALD/2023.	No notices are needed, since meeting of Equity Shareholders has been dispensed with by order dated May 3, 2023 in Company Application No. 6/ALD/2023.	Members to whom the Notice is sent may vote at the meeting either in person or by proxies or through electronic means.	Secured Creditors to whom the Notice is sent may vote at the meeting either in person or by proxies.  Unsecured Creditors to whom the Notice is sent may vote at the meeting either in person or by proxies.

## XII. GENERAL

- a. The rights and interests of the Equity Shareholders and Creditors of HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.
- b. There are no winding up proceedings pending against the Applicant Companies as on date.
- c. The following additional documents will be open for inspection to the equity shareholders and secured & unsecured creditors of Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited at their registered offices between 11.00 am to 1.00 pm on all working days, except Saturdays, Sundays and Public Holidays upto the date of meeting:
  - i. Papers and proceedings in Company Application No. 6/ALD/2023 including certified copy of the Order of the Allahabad Bench of the National Company Law Tribunal in the said application directing the convening and holding of the meetings of the equity shareholders of Jubilant Industries Limited, Applicant Company 4/ JIL and Secured Creditors and Unsecured Creditors of Jubilant Agri and Consumer Products Limited, Applicant Company 5/Amalgamated Company;
  - ii. Memorandum and Articles of Association of the Applicant Companies;
  - iii. Fair Share Entitlement Ratios Report (“Valuation Report”) issued by Mr. Subodh Kumar, Registered Valuer.
  - iv. Register of Directors and Shareholders of the Applicant Companies;
  - v. Copies of the resolution passed by respective Board of Directors of the Applicant Companies approving the Scheme;
- d. For Amalgamation-1 and Amalgamation-2, it is confirmed:
  - i. That the Composite Scheme is not intended, in any manner, to have any beneficial effect on the material interest, if any, of the Directors of any of the Applicant Companies, except to the extent of their shareholdings, if any.
  - ii. That the Composite Scheme will not adversely affect the rights or interest of any creditor (whether secured or unsecured) of the Applicant Companies or their respective shareholders, in any manner whatsoever.
  - iii. That the Composite Scheme does not involve any compromise with the creditors of any of the Applicant Companies in any manner whatsoever. As such, the Composite Scheme does not in any manner adversely affect the interests of any of the creditors of the Applicant Companies. Due provisions have been made for payment of all their liabilities as and when the same fall due in the usual course.
  - iv. That the Auditors of the Applicant Companies have not disclosed any mismanagement in its affairs.
  - v. That certificate(s) from the auditor of the Applicant Companies, wherever applicable, regarding the accounting treatment under the Composite Scheme being in compliance with the Accounting Standards is enclosed and marked as Annexure-18 to this application.
- e. It is confirmed that a copy of the draft Scheme has been filed by the Applicant Companies, with the Registrar of Companies, Uttar Pradesh pursuant to Section 232(2)(b) of the Act.
- f. A copy of the Scheme, Explanatory Statement and Form of Proxy may be obtained free of charge on any working day (except Saturdays, Sundays and Public Holidays) from the registered office of the Applicant Companies or from the office of its Advocate, Mr. Rahul Agarwal, having office at Chamber No. 42, High Court OR 74/62, Lal Bahadur Shastri Marg, Allahabad-211001.
- g. This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.

**For Jubilant Agri and Consumer Products Limited**

Dated: June 19, 2023  
Place: Noida

Sd/-  
Manu Ahuja  
Authorised Signatory



**COMPOSITE SCHEME OF ARRANGEMENT**

Annexure 1

**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)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE  
COMPANIES ACT, 2013)**



**PREAMBLE**

**(A) BACKGROUND AND DESCRIPTION OF THE COMPANIES WHO ARE PARTIES TO THIS SCHEME**

1. This Scheme is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act read with Section 2(1B) and other applicable provisions of the IT Act, and provides for the:
  - (i) amalgamation of the Amalgamating Companies into JIL, on a going concern basis; and
  - (ii) following the amalgamations referred to at Clause (A)1.(i) above, amalgamation of JIL into the Amalgamated Company, on a going concern basis.

Additionally, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

2. The Amalgamating Company-1 was incorporated on February 11, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-1 is U67100UP2013PTC054927 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India. The Amalgamating Company-1 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.
3. The Amalgamating Company-2 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-2 is U67100UP2013PTC054992 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India. The Amalgamating Company-2 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.
4. The Amalgamating Company-3 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-3 is U70102UP2013PTC054995 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India. The Amalgamating Company-3 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.
5. 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.
6. The Amalgamated Company was incorporated on August 21, 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamated Company is U52100UP2008PLC035862 and its registered office is situated at Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh - 244223, India. The Amalgamated 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 Amalgamated Company is a wholly owned subsidiary of JIL.



**(B) RATIONALE, PURPOSE AND OBJECT OF THIS SCHEME**

7. The Board of Directors of the Companies are of the view that the amalgamation of the Amalgamating Companies into JIL pursuant to Part B of this Scheme shall provide the following benefits:
- (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.
8. The Board of Directors of the Companies are of the view that the amalgamation of JIL into the Amalgamated Company pursuant to Part C of this Scheme shall provide the following benefits:
- (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.
9. 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 the amalgamations contemplated under Part B and Part C of this Scheme.
10. All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under Part B of this Scheme 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, this 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 the amalgamations contemplated under Part B and Part C of this Scheme.
11. The implementation of this Scheme is aimed at protecting and maximizing value for the shareholders of JIL as well as the creditors and all other stakeholders.

**(C) PARTS OF THIS SCHEME**

12. This Scheme is divided into the following parts:



- PART B** - Amalgamation of the Amalgamating Companies into JIL;
- PART C** - Amalgamation of JIL into the Amalgamated Company; and
- PART D** - General Terms and Conditions.





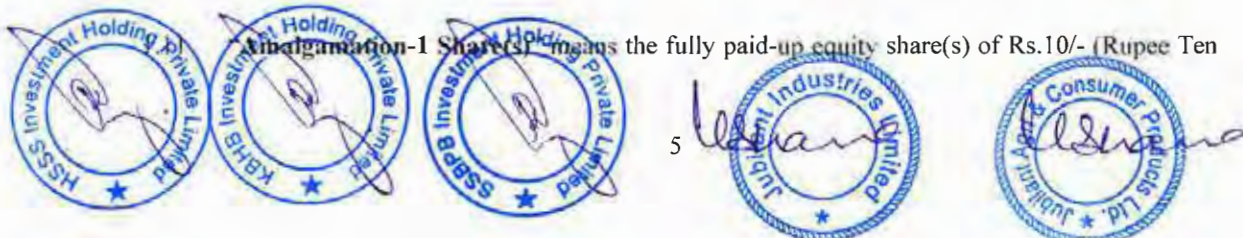
## PART A

### 1. DEFINITIONS

In this Scheme, unless repugnant to the subject or meaning or context thereof, the following expressions shall have the meaning attributed to them as below:

- 1.1 “**Accounting Standards**” means the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, as per Section 133 of the Companies Act, 2013 issued by the Ministry of Corporate Affairs and the other generally accepted accounting principles in India;
- 1.2 “**Act**” means the Companies Act, 2013, as amended from time to time;
- 1.3 “**Amalgamated Company**” means Jubilant Agri and Consumer Products Limited, a company incorporated on August 21, 2008 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U52100UP2008PLC035862 and having its registered office situated at Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh - 244223, India. The Amalgamated Company is a wholly owned subsidiary of JIL;
- 1.4 “**Amalgamating Company-1**” means HSSS Investment Holding Private Limited, a company incorporated on February 11, 2013 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U67100UP2013PTC054927 and having its registered office situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India;
- 1.5 “**Amalgamating Company-2**” means KBHB Investment Holding Private Limited, a company incorporated on February 13, 2013 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U67100UP2013PTC054992 and having its registered office situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India;
- 1.6 “**Amalgamating Company-3**” means SSBPB Investment Holding Private Limited, a company incorporated on February 13, 2013 under the provisions of the Companies Act, 1956, having Corporate Identification Number as U70102UP2013PTC054995 and having its registered office situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301, India;
- 1.7 “**Amalgamating Companies**” means the Amalgamating Company 1, the Amalgamating Company 2 and the Amalgamating Company 3 collectively.
- 1.8 “**Amalgamation-1**” means the amalgamation of the Amalgamating Companies into JIL, on a going concern basis, pursuant to Part B of this Scheme;
- 1.9 “**Amalgamation-2**” means the amalgamation of JIL into the Amalgamated Company, on a going concern basis, pursuant to Part C of this Scheme;
- 1.10 “**Amalgamation-2 Record Date**” means the date to be fixed by the Board of Directors of the Amalgamated Company for the purpose of determining the shareholders of JIL to whom the Amalgamation-2 Shares will be allotted by the Amalgamated Company, pursuant to Part C of this Scheme;

**Amalgamation-1 Shares** means the fully paid-up equity share(s) of Rs.10/- (Rupee Ten



only) each to be issued and allotted by JIL to the equity and preference shareholders of each of the Amalgamating Companies, as of the Effective Date, in accordance with Part B of this Scheme;

- 1.12 “**Amalgamation-2 Share(s)**” means the fully paid-up equity share(s) of Rs.10/- (Rupee Ten only) each to be issued and allotted by the Amalgamated Company to each of the equity shareholders of JIL as of the Amalgamation-2 Record Date in accordance with Part C of this Scheme;
- 1.13 “**Applicable Law(s)**” means (i) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines or policies of any applicable country and/ or jurisdiction; (ii) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any governmental authority; and (iii) international treaties, conventions and protocols, as may be in force from time to time;
- 1.14 “**Appointed Date**” means July 1, 2022 or such other date as may be mutually agreed in writing between the Companies and fixed by the respective Boards’ of the Companies;
- 1.15 “**Asset(s)**” mean assets of every kind, nature and description, whether included in the balance sheet or not and includes movable property, immovable property, leasehold property, freehold property, owned property, leased property, tangible or intangible assets (including all investments, acquisitions, holdings in equity shares, preference shares, debentures and other securities of all descriptions of associate/ subsidiary/ joint venture companies in India and elsewhere), Intellectual Property, computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work in progress, vehicles, furniture, fixtures, office equipment, electricals, appliances and accessories, advance tax, tax deducted at source credits, tax credits (including but not limited to minimum alternate tax credit, pre-deposits made in indirect taxes, credits in respect of sales tax, value added tax, service tax, goods and services tax and other indirect taxes), deferred tax benefits;
- 1.16 “**Board of Directors**” or “**Board**” means the respective board of directors of the Companies and shall, unless repugnant to the context, include a committee of directors or any person authorized by the Board of Directors or such committee of directors;
- 1.17 “**Companies**” means the Amalgamating Companies, JIL and the Amalgamated Company, collectively;
- 1.18 “**Effective Date**” 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 this Scheme with the 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 this Scheme with the RoC.

Any references in this Scheme to “**upon this Scheme becoming effective**” or “**effectiveness of this Scheme**” shall refer to the Effective Date;

- 1.19 “**Existing ESOP Schemes**” means the JIL Employee Stock Option Scheme 2013 and JIL Employee Stock Option Scheme 2018 established by JIL, as amended from time to time;

Identified Promoters means SPB Trustee Company Private Limited and SS Trustee

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Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust) and HSB Trustee Company Private Limited and HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust);

- 1.21 “**Intellectual Property**” means and includes all intellectual properties including trademarks, service marks, logos, trade names, domain names, database rights, design rights, rights in know-how, trade secrets, copyrights, moral rights, confidential processes, patents, inventions and any other intellectual property or proprietary rights (including rights in computer software) pertaining to JIL, in each case whether registered or unregistered and including applications for the registration or grant of any such rights and any and all forms of protection having equivalent or similar effect anywhere in the world;
- 1.22 “**IT Act**” means the Income-tax Act, 1961 and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force;
- 1.23 “**JIL**” means Jubilant Industries Limited, a company incorporated on February 23, 2007 under the provisions of the Companies Act, 1956, having Corporate Identification Number as L24100UP2007PLC032909 and having its registered office situated at Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh – 244223, India. The equity shares of JIL are listed on the Stock Exchanges;
- 1.24 “**Liability(ies)**” means liabilities of every kind, nature and description including contingent liabilities, whether past, present or future, including, but not limited to, secured loans, unsecured loans, borrowings, statutory liabilities, contractual liabilities, duties, obligations, guarantees and those arising out of proceedings of any nature;
- 1.25 “**New ESOP Schemes**” means the existing ESOP Schemes as adopted by the Amalgamated Company;
- 1.26 “**NCLT**” means the bench of the National Company Law Tribunal at Allahabad and shall include, if applicable, such other forum or authority as may be vested with the powers of the NCLT under the Act;
- 1.27 “**Promoters**” includes the following persons, namely, Shyam Sunder Bhartia, Hari Shanker Bhartia, Kavita Bhartia, Priyavrat Bhartia, Shamit Bhartia, Aashti Bhartia, Arjun Shanker Bhartia, Jaytee Private Limited, Jubilant Infrastructure Limited, VAM Holdings Limited, HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Consumer Private Limited, Miller Holdings Pte Ltd, Torino Overseas Limited, Cumin Investments Limited, Rance Investment Holdings Limited, SPB Trustee Company Private Limited and SS Trustee Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust) and HSB Trustee Company Private Limited and HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust);
- 1.28 “**RoC**” means the Registrar of Companies, Kanpur;
- 1.29 “**Rs.**” means rupees being the lawful currency of the Republic of India;
- 1.30 “**SEBI**” means the Securities and Exchange Board of India;
- 1.31 “**SEBI Circular**” means the master circular dated November 23, 2021 issued by SEBI bearing No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, including any amendments or modifications thereto;

1.32 “**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;



1.33 “Scheme” means this composite scheme of arrangement in its present form, or with any modification(s), as may be approved or directed by the NCLT or by the Board of Directors of the Companies in accordance with the terms hereof; and

1.34 “Stock Exchanges” means the National Stock Exchange of India Limited and the BSE Limited, where the equity shares of JIL are currently listed.

The expressions, which are used but are not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the rules, regulations made thereunder), the Depositories Act, 1996, the IT Act and other Applicable Laws.

## 2. CAPITAL STRUCTURE OF THE COMPANIES

### 2.1 Capital Structure of the Amalgamating Companies

#### 2.1.1 Capital Structure of the Amalgamating Company-1

The authorized, issued, subscribed and fully paid-up share capital of the Amalgamating Company-1 as on August 1, 2022, is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000 preference shares of Rs. 100/- each	32,40,00,000
<b>Total</b>	<b>32,41,00,000</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000 7.60% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each	32,40,00,000
<b>Total</b>	<b>32,41,00,000</b>

#### 2.1.2 Capital Structure of the Amalgamating Company-2

The authorized, issued, subscribed and paid-up share capital of the Amalgamating Company-2 as on August 1, 2022, is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
9,25,000 preference shares of Rs. 100/- each	9,25,00,000
<b>Total</b>	<b>9,26,00,000</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
7,50,000 7.60% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each	7,50,00,000
<b>Total</b>	<b>7,51,00,000</b>

#### 2.1.3 Capital Structure of the Amalgamating Company-3

The authorized, issued, subscribed and paid-up share capital of the Amalgamating Company-3 as on August 1, 2022, is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000



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8,75,000 preference shares of Rs. 100/- each	8,75,00,000
<b>Total</b>	<b>8,76,00,000</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
7,10,000 7.60% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each	7,10,00,000
<b>Total</b>	<b>7,11,00,000</b>

## 2.2 Capital Structure of JIL

JIL is a publicly listed company and its authorized, issued, subscribed and paid-up share capital as on August 1, 2022, is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
1,81,00,000 equity shares of Rs.10/- each	18,10,00,000
<b>Total</b>	<b>18,10,00,000</b>
<b>Issued, Subscribed and paid up Share Capital</b>	<b>Amount (in Rs.)</b>
1,50,67,101 equity shares of Rs.10/- each	15,06,71,010
<b>Total</b>	<b>15,06,71,010</b>

## 2.3 Capital Structure of the Amalgamated Company

The authorized, issued, subscribed and paid-up share capital of the Amalgamated Company as on August 1, 2022, is as under:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
58,24,000 equity shares of Rs.10/- each	5,82,40,000
26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs.10/- each	2,62,36,170
10,00,000 10% non-cumulative redeemable preference shares of Rs.10/- each	1,00,00,000
<b>Total</b>	<b>9,44,76,170</b>
<b>Issued, Subscribed and paid up Share Capital</b>	<b>Amount (in Rs.)</b>
56,08,552 equity shares of Rs.10/- each	5,60,85,520
<b>Total</b>	<b>5,60,85,520</b>



**PART B**

**AMALGAMATION OF THE AMALGAMATING COMPANIES INTO JIL**

**1. Transfer and vesting of the Amalgamating Companies**

1.1 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, 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, interests and obligations, as applicable, of JIL. The reference balance sheet of each of the Amalgamating Companies as on the Appointed Date is set out under Schedule I, Schedule II and Schedule III, respectively, of this Scheme.

**2. Transfer of Assets**

2.1 Upon the Effective Date and with effect from the Appointed Date, all Assets of the Amalgamating Companies, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in JIL and shall become the property and an integral part of JIL (to the extent permissible under Applicable Law). The vesting pursuant to this Clause 2.1 of Part B of this Scheme shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.

2.2 Upon the Effective Date and with effect from the Appointed Date, all movable Assets of the Amalgamating Companies, other than those specified in Clause 2.1 of Part B of this Scheme, including cash and cash equivalents, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons shall without any requirement of a further act, instrument or deed become the property of JIL.

2.3 Upon the Effective Date, in relation to Assets (if any) belonging to the Amalgamating Companies which require separate documents for vesting in JIL, the Amalgamating Companies, as applicable, and JIL will execute such deeds, documents or such other instruments, if any, as may be mutually agreed.

**3. Transfer of Liabilities**

3.1 Upon the Effective Date and with effect from the Appointed Date, all Liabilities of the Amalgamating Companies shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to JIL so as to become from the Appointed Date, the Liabilities of JIL and JIL undertakes to meet, discharge and satisfy the same.

**4. Contracts, Deeds, Bonds and Other Instruments**

4.1 Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of this Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to the Amalgamating Companies and to which the Amalgamating Companies, as applicable, are a party or to the benefit of which the Amalgamating Companies, as applicable, may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and



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effect on or against or in favour of, as the case may be, of JIL and may be enforced as fully and effectually as if, instead of the Amalgamating Companies, as applicable, JIL has been a party or beneficiary or obligee thereto or thereunder, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.

- 4.2 Without prejudice to the other provisions of this Scheme and notwithstanding that the vesting of the Amalgamating Companies with the Amalgamating Company occurs by virtue of this Scheme itself, JIL may, at any time after coming into effect of this Scheme, if so required, under Applicable Law or otherwise, execute deeds, confirmations or other writings or arrangements with any party to any contract or arrangement to which the Amalgamating Companies are a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions. JIL shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Companies.
- 4.3 Without prejudice to the generality of the foregoing, it is clarified that upon this Scheme becoming effective, all consents, agreements, permissions, all statutory or regulatory licences, registrations, approvals, certificates, insurance covers, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Amalgamating Companies shall stand transferred to JIL as if the same were originally given by, issued to or executed in favour of JIL, and JIL shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to JIL. In so far as the various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed, granted by any governmental body, local authority, or by any other person, or availed by the Amalgamating Companies are concerned, the same shall vest with and be available to JIL on the same terms and conditions as applicable to the Amalgamating Companies as if the same had been allotted and/or granted and/or sanctioned and/or allowed to JIL.

## 5. Employees

- 5.1 Upon the Effective Date, the respective employees of the Amalgamating Companies as on the Effective Date, if any, shall be deemed to have become employees of JIL, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Amalgamating Companies on the Effective Date. The services of such employees, if any, with the Amalgamating Companies up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.
- 5.2 Upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Amalgamating Companies as on the Appointed Date, if any, shall be made by JIL in accordance with the provisions of such schemes or funds and Applicable Law.

## 6. Continuation of Legal Proceedings

- 6.1 Upon the Effective Date, all legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of the Amalgamating Companies, whether pending on the Appointed Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date) and in each case relating to the Amalgamating Companies (“**Amalgamating Company Proceeding(s)**”) shall be continued and enforced by or against JIL after the Effective Date, to the extent permissible under Applicable Law and in accordance with this Scheme.



6.2 If any Amalgamating Company Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced, by or against JIL in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the respective Amalgamating Companies, as applicable, as if this Scheme had not been made.

**7. Treatment of Taxes**

7.1 Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Amalgamating Companies (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to the Amalgamating Companies, from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of JIL.

7.2 Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which the Amalgamating Companies are entitled to, shall be available to and vest in JIL, without any requirement of a further act or deed.

7.3 All the expenses incurred by the Amalgamating Companies and JIL in relation to the amalgamation of the Amalgamating Companies with JIL as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to JIL in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.

7.4 Any refund under the tax laws due to the Amalgamating Companies consequent to the assessments made on the Amalgamating Companies, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by JIL. The relevant authorities shall be bound to transfer to the account of and give credit for the same to JIL upon the passing of the orders on this Scheme by the NCLT and upon relevant proof and documents being provided to the said authorities.

7.5 The Amalgamating Companies may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Amalgamating Companies, as applicable, shall stand transferred to and vested in JIL and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by JIL.

**8. Saving of concluded transactions**

8.1 The transfer of Assets and Liabilities to, and the continuance of proceedings by or against, JIL as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by the Amalgamating Companies on or before the Appointed Date and after the Appointed Date, till the Effective Date to the end and intent that JIL accepts and adopts all acts, deeds and things done and executed by the Amalgamating Companies in respect thereto as done and executed on behalf of itself.



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**9. Conduct of Business**

9.1 Subject to the effectiveness of this Scheme, with effect from the Appointed Date and up to and including the Effective Date:

- (i) The Amalgamating Companies undertake to carry on and shall be deemed to carry on their respective businesses' and stand possessed of their Assets, for and on account of and in trust for JIL; and
- (ii) all income, receipts, profits accruing to the Amalgamating Companies and all taxes thereon or Liabilities or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the income, expenses, payments, profits, Liabilities, taxes or losses, as the case may be, of JIL.

9.2 Subject to the effectiveness of this Scheme, with effect from the date of approval of this Scheme by the respective Board of Directors of the Amalgamating Companies and JIL, and up to and including the Effective Date, the Amalgamating Companies shall carry on their respective businesses with reasonable diligence and business prudence and in the same manner as they had been doing hitherto.

**10. Issue of Amalgamation-1 Shares and cancellation of existing shares held by the Amalgamating Companies in JIL**

10.1 JIL shall have taken all necessary steps, including by way of passing all enabling corporate resolutions to increase or alter, to the extent required, its authorized share capital suitably so as to enable it to issue and allot the Amalgamation-1 Shares, and if applicable, for the issuance of the necessary share certificates and/or letters of allotment representing the Amalgamation-1 Shares.

10.2 In relation to the issuance of Amalgamation-1 Shares and cancellation of the existing equity shares held by the Amalgamating Companies in JIL, the following shall be deemed to have occurred and taken effect:

- (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, without any further application, act, instrument or deed, stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall, without any requirement of any further act or deed, 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, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever;
- (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 the 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, without any further application, act, instrument or deed, stand cancelled and be of no effect on and from the



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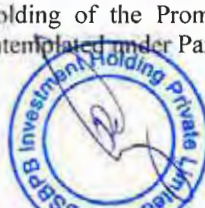
Effective Date. Simultaneously and concurrent with such cancellation, JIL shall, without any requirement of any further act or deed, issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust, through its trustees/nominees, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever;

- (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, without any further application, act, instrument or deed, stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall, without any requirement of any further act or deed, issue and allot the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever; and
- (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 Clauses 10.2(i), 10.2(ii) and 10.2(iii) of Part B of this Scheme, respectively.

10.3 Provided however that with respect to the amalgamations of the Amalgamating Companies into JIL, the number of Amalgamation-1 Shares will be equitably adjusted to reflect appropriately the effect of any share split, reverse share split, dividend, including any extra-ordinary cash dividend, reorganization, recapitalization, reclassification, combination, exchange of shares, or other like change with respect to JIL's share capital as on the Effective Date.

10.4 JIL shall not allot Amalgamation-1 Shares in respect of any fractional entitlements to which a shareholder of the Amalgamating Companies may be entitled on allotment of Amalgamation-1 Shares as per Clause 10.2 above. The Board of JIL shall consolidate all such fractional entitlements and thereupon issue the Amalgamation-1 Shares (which shall be rounded off to the next closest number) in lieu thereof to a person/ trustee authorized by the Board of JIL in this behalf who shall hold the Amalgamation-1 Shares in trust on behalf of the shareholders of the Amalgamating Companies entitled to fractional entitlements, if any, with the express understanding that such person/trustee shall sell the shares of JIL so allotted on the Stock Exchange within a period of 90 days from the date of allotment of Amalgamation-1 Shares as per Clause 10.2 above and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the shareholders of the Amalgamating Companies in proportion to their respective fractional entitlements.

10.5 It is clarified that 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 the amalgamations contemplated under Part B of this Scheme.



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- 10.6 The Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2 above shall be subject to the memorandum and articles of association of JIL and shall rank *pari passu* in all respects, including dividend, with the existing shares of JIL.
- 10.7 The issue and allotment of the Amalgamation-1 Shares is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.
- 10.8 Approval of this Scheme by the shareholders of JIL shall be deemed to mean that the shareholders have also accorded all relevant consents under the Act for the issue and allotment of the Amalgamation-1 Shares.
- 10.9 The cancellation of the equity share capital as per Clause 10.2 above and the consequential capital reduction shall be effected as a part of this Scheme itself and not under a separate procedure in terms of Section 66 of the Act. The consent of the shareholders of JIL to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 66 of the Act and no further compliances would be separately required.
- 10.10 Notwithstanding the reduction of the existing share capital of JIL in terms of Clause 10.2 above, JIL shall not be required to add "and reduced" as a suffix to its name.
- 10.11 The Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2 above 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 and the Amalgamation-1 Shares allotted pursuant to this Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange

## 11. Accounting treatment in the books of JIL

- 11.1 Pursuant to Part B of this Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, JIL shall account for the amalgamation of the Amalgamating Companies with JIL in its books of accounts in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, as may be amended from time to time and other generally accepted accounting principles in India as under:
- (i) JIL shall record the Assets and Liabilities, of the Amalgamating Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Amalgamating Companies;
  - (ii) JIL shall aggregate all the reserves (general reserves, free reserves, capital reserves, securities premium or reserves of any other nature), if any, vested in it pursuant to the amalgamation of the Amalgamating Companies with and into JIL at their respective book values as specified in the books of accounts of the Amalgamating Companies and shall treat such reserves in its books of accounts in the same manner as it treats its own reserves;
  - (iii) JIL shall issue and allot its equity shares to the shareholders of the Amalgamating Companies in accordance with Clause 10.2 of Part B of this Scheme. With respect to the Amalgamation-1 Shares issued by JIL, the share capital account of JIL would be credited with the aggregate face value of the equity shares issued by it;
  - (iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held *inter se*, if any, between the Amalgamating Companies and JIL shall stand cancelled;

The difference between the book value of Assets, Liabilities, reserves as reduced by the face value of the equity shares issued by JIL and after considering the cancellation of



inter-company balances in accordance with Clause 11.1(iv) above, shall be recorded within "other equity" of JIL; and

- (vi) In case of any difference in the accounting policies between the Amalgamating Companies and JIL, the impact, if any of the same will be quantified and adjusted in the "Other Equity" of JIL to ensure that the financial statements of JIL reflect the financial position on the basis of consistent accounting policy.

**12. Reclassification of the authorized share capital of the Amalgamating Companies/ Combination of the authorized share capital of the Amalgamating Companies into JIL**

12.1 Upon the Effective Date and as an integral part of Part B of this Scheme, the authorized share capital of (i) the Amalgamating Company-1 comprising 10,000 equity shares of Rs. 10/- each, aggregating Rs. 1,00,000/- and 32,40,000 preference shares of Rs. 100/- each, aggregating Rs. 32,40,00,000, shall stand reclassified entirely only as equity share capital, comprising 3,24,10,000 equity shares of Rs. 10/- each, aggregating Rs. 32,41,00,000/-; (ii) the Amalgamating Company-2 comprising 10,000 equity shares of Rs. 10/- each, aggregating Rs. 1,00,000/- and 9,25,000 preference shares of Rs. 100/- each, aggregating Rs. 9,25,00,000, shall stand reclassified entirely only as equity share capital, comprising 92,60,000 equity shares of Rs. 10/- each, aggregating Rs. 9,26,00,000/-; and (iii) the Amalgamating Company-3 comprising 10,000 equity shares of Rs. 10/- each, aggregating Rs. 1,00,000/- and 8,75,000 preference shares of Rs. 100/- each, aggregating Rs. 8,75,00,000, shall stand reclassified entirely only as equity share capital, comprising 87,60,000 equity shares of Rs. 10/- each, aggregating Rs. 8,76,00,000.

12.2 Upon the Effective Date and pursuant to the reclassification of the authorized share capital of the Amalgamating Companies in terms of Clause 12.1 of Part B of this Scheme, the authorized share capital of (i) the Amalgamating Company-1 comprising 3,24,10,000 equity shares of Rs. 10/- each, aggregating Rs. 32,41,00,000; (ii) the Amalgamating Company-2 comprising 92,60,000 equity shares of Rs. 10/- each, aggregating Rs. 9,26,00,000/-; and (iii) the Amalgamating Company-3 comprising 87,60,000 equity shares of Rs. 10/- each, aggregating Rs. 8,76,00,000, shall stand combined with and be deemed to be added to the authorized share capital of JIL without any requirement of any further act or deed, including payment of stamp duty and fees payable to the RoC, and the provisions of the memorandum of association of JIL (relating to the authorized share capital) shall, without any requirement of any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to this Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 4, 13 and 61 and all other applicable provisions of the Act, if any, would be required to be separately passed, as the case may be, and for this purpose, the stamp duties and fees paid on the authorized share capital of the Amalgamating Companies in the past shall be deemed to have been utilized and applied to the increased authorized share capital of JIL and there would be no requirement of any further payment of stamp duty and/or fee by JIL for increase in and utilization of the authorized share capital to that extent. In relation to the foregoing, if applicable, the Amalgamated Company shall pay the requisite fees on its authorized share capital enhanced by the amalgamation after having made the applicable adjustments, as permitted in terms of Section 232(3)(i) read with Section 233(11) of the Act.

12.3 Upon the Effective Date and pursuant to the combination of the authorized share capital of the Amalgamating Companies into JIL as per Clause 12.2 of Part B of this Scheme, the authorized share capital of JIL shall comprise the following:

Authorized share capital	Amount (in Rs.)
6,85,30,000 equity shares of Rs. 10/- each	68,53,00,000
<b>Total</b>	<b>68,53,00,000</b>



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### 13. Dissolution of the Amalgamating Companies

- 13.1 Upon the Effective Date, the Amalgamating Companies shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Act and the respective names of the Amalgamating Companies shall be struck off from the records of the RoC.



**PART C**

**AMALGAMATION OF JIL INTO THE AMALGAMATED COMPANY**

**1. Transfer and vesting of JIL**

1.1 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, 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 reference balance sheet of JIL as on the Appointed Date is set out under Part A of Schedule IV of this Scheme and the reference balance sheet of JIL as on the Appointed Date (pursuant to Amalgamation-1) is set out under Part B of Schedule IV of this Scheme.

**2. Transfer of Assets**

2.1 Upon the Effective Date and with effect from the Appointed Date, all Assets of JIL, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company (to the extent permissible under Applicable Law). The vesting pursuant to this Clause 2.1 shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.

2.2 Upon the Effective Date and with effect from the Appointed Date, all movable Assets of JIL, other than those specified in Clause 2.1 above, including cash and cash equivalents, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons shall without any requirement of a further act, instrument or deed become the property of the Amalgamated Company.

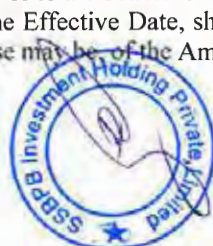
2.3 Upon the Effective Date, in relation to Assets (if any) belonging to JIL which require separate documents for vesting in the Amalgamated Company, JIL and the Amalgamated Company will execute such deeds, documents or such other instruments, if any, as may be mutually agreed.

**3. Transfer of Liabilities**

3.1 Upon the Effective Date and with effect from the Appointed Date, all Liabilities of JIL shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to the Amalgamated Company so as to become from the Appointed Date, the Liabilities of the Amalgamated Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same.

**4. Contracts, Deeds, Bonds and Other Instruments**

4.1 Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of this Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to JIL and to which JIL is a party or to the benefit of which JIL, may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of the Amalgamated Company and may be enforced as fully and



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effectually as if, instead of JIL, the Amalgamated Company has been a party or beneficiary or obligee thereto or thereunder, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.

- 4.2 Without prejudice to the other provisions of this Scheme and notwithstanding that the vesting of JIL with the Amalgamated Company occurs by virtue of this Scheme itself, the Amalgamated Company may, at any time after coming into effect of this Scheme, if so required, under Applicable Law or otherwise, execute deeds, confirmations or other writings or arrangements with any party to any contract or arrangement to which JIL is a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of JIL and to carry out or perform all such formalities or compliances referred to above on the part of JIL.
- 4.3 Without prejudice to the generality of the foregoing, it is clarified that upon the Effective Date, all consents, agreements, permissions, all statutory or regulatory licences, registrations, approvals, certificates, insurance covers, clearances, authorities, powers of attorney given by, issued to or executed in favour of JIL shall stand transferred to the Amalgamated Company as if the same were originally given by, issued to or executed in favour of the Amalgamated Company, and the Amalgamated Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Amalgamated Company. In so far as the various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed, granted by any governmental body, local authority, or by any other person, or availed by JIL is concerned, the same shall vest with and be available to the Amalgamated Company on the same terms and conditions as applicable to JIL as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Amalgamated Company.
- 4.4 Upon the Effective Date and with effect from the Appointed Date, all the resolutions, if any, of JIL which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as the resolutions of the Amalgamated Company and, if any such resolutions have an upper monetary or any other limits imposed under the provisions of the Act, then the said limits shall apply *mutatis mutandis* to such resolutions and shall constitute the aggregate of the said limits in the Amalgamated Company.

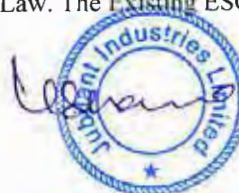
## 5. Employees

- 5.1 Upon the Effective Date, the employees of JIL as on the Effective Date, if any, shall be deemed to have become employees of the Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to JIL on the Effective Date. The services of such employees, if any, with JIL up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.
- 5.2 Upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of JIL as on the Appointed Date, if any, shall be made by the Amalgamated Company in accordance with the provisions of such schemes or funds and Applicable Law.
- 5.3 Upon the Effective Date, the treatment of the options granted by JIL prior to the Effective Date, shall be as under:

The Amalgamated Company shall adopt the Existing ESOP Schemes as per the terms hereunder and subject to Applicable Law. The Existing ESOP Schemes as adopted by



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the Amalgamated Company is referred to as the “New ESOP Schemes”.

- (ii) With respect to the stock options granted by JIL prior to the Effective Date under the Existing ESOP Schemes, the same would continue to be held by such option holders, and upon the Effective Date, all such option holders (whether the options granted to such option holders are vested or not) shall also be issued the stock options by the Amalgamated Company under the New ESOP Schemes on a proportionate basis.
- (iii) JIL shall be responsible for issuance of its shares upon exercise of the stock options granted by it prior to the Effective Date under the Existing ESOP Schemes to the option holders. Similarly, the Amalgamated Company shall be responsible for issuance of its shares under the New ESOP Schemes after the Effective Date, upon exercise of the stock options granted by the Amalgamated Company pursuant to Clause 5.3(ii) to the option holders holding stock options prior to the Effective Date in JIL.
- (iv) Any treatment of stock options (including adjustments to the exercise price of stock options) shall not be less favorable than existing terms of the stock options granted under the Existing ESOP Schemes and shall not be prejudicial to the interest of the employees.
- (v) While granting stock options to the existing option holders in JIL, it shall be the responsibility of the Amalgamated Company to take into account the period during which the employees held stock options granted by JIL, for determining the vesting dates and exercise dates for stock options granted by the Amalgamated Company.

## 6. Continuation of Legal Proceedings

- 6.1 Upon the Effective Date, legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of JIL, whether pending on the Appointed Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date) and in each case relating to JIL (“**JIL Proceeding(s)**”) shall be continued and enforced by or against the Amalgamated Company after the Effective Date, to the extent permissible under Applicable Law and in accordance with this Scheme.
- 6.2 If any JIL Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced, by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against JIL, as applicable, as if this Scheme had not been made.

## 7. Treatment of Taxes

- 7.1 Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by JIL (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to JIL, from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of the Amalgamated Company.
- 7.2 Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit, etc.), excise, customs, value added tax, sales tax, value added tax,



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service tax, goods and services tax, etc. to which JIL is entitled to, shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.

7.3 All the expenses incurred by JIL and the Amalgamated Company in relation to the amalgamation of JIL with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.

7.4 Any refund under the tax laws due to JIL consequent to the assessments made on JIL, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the passing of the orders on this Scheme by the NCLT and upon relevant proof and documents being provided to the said authorities.

7.5 JIL may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to JIL, shall stand transferred to and vested in the Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by the Amalgamated Company.

#### 8. Saving of concluded transactions

8.1 The transfer of Assets and Liabilities to, and the continuance of proceedings by or against, the Amalgamated Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by JIL on or before the Appointed Date and after the Appointed Date, till the effectiveness of this Scheme to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by JIL in respect thereto as done and executed on behalf of itself.

#### 9. Conduct of Business

9.1 Subject to the effectiveness of this Scheme, with effect from the Appointed Date and up to and including the Effective Date:

- (i) JIL undertakes to carry on its affairs and shall be deemed to carry on its affairs and stand possessed of their Assets, for and on account of and in trust for the Amalgamated Company; and
- (ii) all income, receipts, profits accruing to JIL and all taxes thereon or Liabilities or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the income, expenses, payments, profits, Liabilities, taxes or losses, as the case may be, of the Amalgamated Company.

9.2 Subject to the effectiveness of this Scheme, with effect from the date of approval of this Scheme by the respective Board of Directors of JIL and the Amalgamated Company, and up to and including the Effective Date, JIL shall carry on their respective businesses with reasonable diligence and business prudence and in the same manner as they had been doing hitherto.

9.3 The Amalgamated Company shall also be entitled, pending the effectiveness of this Scheme, to apply to the central government, state government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions



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which the Amalgamated Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required/granted under any Applicable Law.

**10. Issue of Amalgamation-2 and cancellation of existing shares held by JIL in the Amalgamated Company**

10.1 The Amalgamated Company shall have taken all necessary steps, including by way of passing all enabling corporate resolutions to increase or alter, to the extent required, its authorized share capital suitably so as to enable it to issue and allot the Amalgamation-2 Shares, and if applicable, for the issuance of the necessary share certificates and/or letters of allotment representing the Amalgamation-2 Shares.

10.2 The Amalgamated Company is a wholly owned subsidiary of JIL. In so far as the amalgamation of JIL into the Amalgamated Company is concerned, upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall, without any further application, act, instrument or deed, be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall, without any further act or deed, 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, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever, 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.

10.3 Provided however that with respect to the amalgamation of JIL into the Amalgamated Company, the number of Amalgamation-2 Shares will be equitably adjusted to reflect appropriately the effect of any share split, reverse share split, dividend, including any extraordinary cash dividend, reorganization, recapitalization, reclassification, combination, exchange of shares, or other like change with respect to the Amalgamated Company's share capital as on the Amalgamation-2 Record Date.

10.4 The Amalgamated Company shall not allot Amalgamation-2 Shares in respect of any fractional entitlements to which an equity shareholder of JIL may be entitled on allotment of Amalgamation-2 Shares as per Clause 10.2 above. The Board of the Amalgamated Company shall consolidate all such fractional entitlements and thereupon issue the Amalgamation-2 Shares (which shall be rounded off to the next closest number) in lieu thereof to a person/ trustee authorized by the Board of the Amalgamated Company in this behalf who shall hold the Amalgamation-2 Shares in trust on behalf of the equity shareholders of JIL entitled to fractional entitlements, if any, with the express understanding that such person/trustee shall sell the shares of the Amalgamated Company so allotted on the Stock Exchange within a period of 90 days from the date of allotment of Amalgamation-2 Shares as per Clause 10.2 above and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the shareholders of JIL in proportion to their respective fractional entitlements.

10.5 The Amalgamation-2 Shares issued and allotted pursuant to Clause 10.2 above shall be subject to the memorandum and articles of association of the Amalgamated Company and shall rank *pari passu* in all respects, including dividend, with the existing shares of the Amalgamated Company.

10.6 The issue and allotment of the Amalgamation-2 Shares is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.



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- 10.7 Approval of this Scheme by the shareholders of the Amalgamated Company shall be deemed to mean that the shareholders have also accorded all relevant consents under the Act for the issue and allotment of the Amalgamation-2 Shares.
- 10.8 The cancellation of the equity share capital as per Clause 10.2 above and the consequential capital reduction shall be effected as a part of this Scheme itself and not under a separate procedure in terms of Section 66 of the Act. The consent of the shareholders of the Amalgamated Company to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 66 of the Act and no further compliances would be separately required.
- 10.9 The reduction of capital of the Amalgamated Company, as above, does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.
- 10.10 Notwithstanding the reduction of the existing share capital of the Amalgamated Company in terms of Clause 10.2 above, the Amalgamated Company shall not be required to add "and reduced" as a suffix to its name.
- 10.11 The Amalgamation-2 Shares to be issued to the shareholders of JIL shall be issued in compliance with applicable laws and all details relating to such shareholders shall be made available to the Amalgamated Company.
- 10.12 The Amalgamation-2 Shares issued and allotted pursuant to Clause 10.2 above shall be listed on the Stock Exchanges in accordance with the provisions of the SEBI Circular.
- 10.13 The Amalgamation-2 Shares to be issued by the Amalgamated Company, in terms of Clause 10.2 above will, subject to approval/ exemption from SEBI, 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 terms of Rule 19(7) of the Securities Contract (Regulation) Rules, 1957 and other applicable rules/ regulations. The Amalgamated Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the Applicable Laws for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled the Stock Exchanges shall list and /or admit such equity shares for the purpose of trading.
- 10.14 The Amalgamation-2 Shares allotted pursuant to this Scheme shall remain frozen in the depository system till listing/ trading permission is given by the designated stock exchange.
- 10.15 Except for the issuance and allotment of the Amalgamation-2 Shares by the Amalgamated Company pursuant to Clause 10.2 of Part C above, there shall be no change in the shareholding pattern or control of the Amalgamated Company between the Amalgamation-2 Record Date and the listing of the Amalgamation-2 Shares.

## 11. Accounting treatment in the books of the Amalgamated Company

- 11.1 Pursuant to Part C of this Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation of JIL with and into the Amalgamated Company in its books of accounts in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, as may be amended from time to time and other generally accepted accounting principles in India as under:

(i) The Amalgamated Company shall record the Assets and Liabilities, of JIL vested in it pursuant to this Scheme at their respective book values as appearing in the books of JIL;

(ii) The Amalgamated Company shall aggregate all the reserves (general reserves, Free

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reserves, capital reserves, securities premium or reserves of any other nature), if any, vested in it pursuant to the amalgamation of JIL with and into the Amalgamated Company at their respective book values as specified in the books of accounts of JIL and shall treat such reserves in its books of accounts in the same manner as it treats its own reserves;

- (iii) The Amalgamated Company shall issue and allot its equity shares to the shareholders of JIL in accordance with Clause 10.2 of Part C of this Scheme. With respect to the Amalgamation-2 Shares issued by the Amalgamated Company, the share capital account of the Amalgamated Company would be credited with the aggregate face value of the equity shares issued by it;
- (iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, if any, between JIL and the Amalgamated Company shall stand cancelled;
- (v) The difference between the book value of Assets, Liabilities, reserves as reduced by the face value of the equity shares issued by the Amalgamated Company and after considering the cancellation of inter-company balances in accordance with Clause 11.1(iv) above, shall be recorded within "Other Equity" of the Amalgamated Company; and
- (vi) In case of any difference in the accounting policies between JIL and the Amalgamated Company, the impact, if any of the same will be quantified and adjusted in the "Other Equity" of the Amalgamated Company to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

**12. Combination of the authorized share capital of JIL into the Amalgamated Company/ Reclassification of the authorized share capital of the Amalgamated Company**

12.1 Upon the Effective Date and pursuant to the combination of the authorized share capital of the Amalgamating Companies into JIL pursuant to Clause 12.2 of Part B of this Scheme, the authorized share capital of JIL shall stand combined with and be deemed to be added to the authorized share capital of the Amalgamated Company without any requirement of any further act or deed, including payment of stamp duty and fees payable to the RoC, and the provisions of the memorandum of association of the Amalgamated Company (relating to the authorized share capital) shall, without any requirement of a further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to this Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 4, 13 and 61 and all other applicable provisions of the Act, if any, would be required to be separately passed, as the case may be, and for this purpose, the stamp duties and fees paid on the authorized capital of JIL in the past shall be deemed to have been utilized and applied to the increased authorized share capital of the Amalgamated Company and there would be no requirement of any further payment of stamp duty and/or fee by the Amalgamated Company for increase in and utilization of the authorized share capital to that extent. In relation to the foregoing, if applicable, the Amalgamated Company shall pay the requisite fees on its authorized share capital enhanced by the amalgamation after having made the applicable adjustments, as permitted in terms of Section 232(3)(i) read with Section 233(11) of the Act.

12.2 Upon the Effective Date and pursuant to the combination of the authorized share capital of JIL into the Amalgamated Company as per Clause 12.1 of Part C of this Scheme, the authorized share capital of the Amalgamated Company shall comprise the following:





<b>Authorized share capital</b>	<b>Amount (in Rs.)</b>
7,43,54,000 equity shares of Rs.10/- each	74,35,40,000
26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs.10/- each	2,62,36,170
10,00,000 10% non-cumulative redeemable preference shares of Rs.10/- each	1,00,00,000
<b>Total</b>	<b>77,97,76,170</b>

12.3 Upon the Effective Date and as an integral part of Part C of this Scheme, the resultant authorized share capital of the Amalgamated Company as mentioned in Clause 12.2 of Part C of this Scheme, comprising: (i) 7,43,54,000 equity shares of Rs.10/- each, aggregating Rs. 74,35,40,000/-; (ii) 26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs.10/- each, aggregating Rs. 2,62,36,170/-; and (iii) 10,00,000 10% non-cumulative redeemable preference shares of Rs.10/- each, aggregating Rs. 1,00,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 7,79,77,617 equity shares of Rs.10/- each, aggregating Rs. 77,97,76,170/-

### 13. Dissolution of JIL

13.1 Upon the Effective Date, JIL shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Act and the name of JIL shall be struck off from the records of the RoC.



## PART D

### GENERAL TERMS AND CONDITIONS

#### 1. Application to the NCLT

- 1.1 Each of the Companies shall jointly make the requisite company applications/ petitions under Sections 230 to 232 and other applicable provisions of the Act to the NCLT for seeking sanction of this Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of this Scheme.

#### 2. Modification or Amendment to this Scheme

- 2.1 Each of the Companies (acting through their respective Board) may, in their full and absolute discretion, assent to any amendments, alterations or modifications to this Scheme, in part or in whole, which the NCLT and/or any other authorities may deem fit to direct, approve or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme, including any individual part thereof, or if the Board of Directors are of the view that the coming into effect of this Scheme, in part or in whole, in terms of the provisions of this Scheme, could have an adverse implication on all or any of the Companies. Each of the Companies (acting through their respective Board) be and are hereby authorized to take such steps and do all acts, deeds and things, as may be necessary, desirable or proper to give effect to this Scheme, in part or in whole and to resolve any doubts, difficulties or questions whether by reason of the order of the NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith and may also in their full and absolute discretion, withdraw or abandon this Scheme, or any individual part thereof, at any stage prior to the effectiveness of this Scheme.
- 2.2. If any part of this Scheme is held invalid, ruled illegal by any court of competent jurisdiction, or becomes unenforceable for any reason, whatsoever, whether under present or future laws, then it is the intention of the Companies that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to either of the Companies in which case the Companies shall attempt to bring about a modification in this Scheme, as will best preserve for the Companies the benefits and obligations of this Scheme, including but not limited to such part.

#### 3. Sequence of coming into effect of this Scheme

- 3.1. The following shall be deemed to have occurred and become effective and operative only in the sequence and in the order mentioned hereunder:
- (i) Part B along with this Part D of this Scheme (to the extent this Part D relates to Part B of this Scheme) shall take effect from the Effective Date and be operative prior to coming into effect of Part C of this Scheme. It is hereby clarified that the Board of Directors of the Amalgamating Companies and JIL, respectively, may decide to implement Part B of this Scheme in phases to give effect to the intent of the Scheme; and
- (ii) Part C along with this Part D of this Scheme (to the extent this Part D relates to Part C of this Scheme) shall take effect from the Effective Date and be operative immediately after coming into effect of Part B of this Scheme.



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#### 4. Revocation and Withdrawal of this Scheme

- 4.1 Each of the Companies acting through their respective Board of Directors shall be at liberty to withdraw this Scheme.
- 4.2 In the event of revocation under Clause 4.1 of Part D of this Scheme, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* to the Companies or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable Laws.
- 4.3 In the event of revocation under Clause 4.1 of Part D of this Scheme, the Companies shall take all necessary steps to withdraw this Scheme from the NCLT and any other authority and to make all necessary filings/ application as may be required to withdraw this Scheme.

#### 5. Costs, charges and expenses

- 5.1 All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under Part B of this Scheme shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters.
- 5.2 All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamation contemplated under Part C of this Scheme shall be borne solely by the Amalgamated Company.

#### 6. Indemnification

- 6.1 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 the amalgamations contemplated under Part B and Part C of this Scheme.

#### 7. Dividend

- 7.1 Notwithstanding anything contained in this Scheme, the Companies shall be entitled to declare, distribute and pay dividend, whether interim or final, to their respective shareholders prior to the Effective Date in accordance with Applicable Laws.

#### 8. Compliance with Applicable Laws

- 8.1 The Companies undertake to comply with all Applicable Laws (including all applicable compliances required by SEBI and the Stock Exchanges and under the Foreign Exchange Management Act, 1999 and the rules, regulations and guidelines issued thereunder as may be prescribed by the Reserve Bank of India, from time to time) including making the requisite intimations and disclosures to any statutory or regulatory authority and obtaining the requisite consent, approval or permission of any statutory or regulatory authority, which by Applicable Law may be required for the implementation of this Scheme or which by Applicable Law may be required in relation to any matters connected with this Scheme.
- 8.2 Since JIL is a listed company, this Scheme is subject to the compliances of the applicable requirements under the SEBI Listing Regulations, SEBI Circular and all other statutory directives of SEBI, as applicable.



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- 8.3. This Scheme is conditional upon being approved by the public shareholders of JIL through e-voting in terms of Para 10(b) of Part I of the SEBI Circular and this 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. Further, JIL will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders/ creditors in relation to the said resolution(s).
- 8.4. JIL is in compliance with minimum public shareholding requirements on a fully diluted basis.

## 9. Compliance with Tax Laws

- 9.1. This Scheme complies with the conditions relating to “amalgamation” as defined under Section 2(1B) of the IT Act, and other relevant sections and provisions of the IT Act are intended to apply accordingly. If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions (including the conditions set out therein) at a later date whether as a result of a new enactment or any amendment or coming into force of any provision of the IT Act or any other Applicable Law or any judicial or executive interpretation or for any other reason whatsoever, this Scheme may be modified to the extent required with the consent of each of the Companies (acting through their respective Board of Directors) to ensure compliance of this Scheme with such provisions.

## 10. Alteration to the Memorandum of Association of JIL and the Amalgamated Company

- 10.1. Under the accepted principle of ‘single window clearance’, it is hereby provided that the change in the capital clause of the Companies pursuant to Clause 12 of Part B and Clause 12 of Part C of this Scheme, shall become operative upon the Effective Date by virtue of the fact that the shareholders of the Companies, while approving this Scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 13 and 61 of the Act and Section 232 of the Act or any other provisions of the Act, and there shall not be a requirement to pass separate resolutions as required under the Act.
- 10.2. The approval and consent of this Scheme by the shareholders of the Companies shall be deemed to be their approval and consent by way of special resolution under Section 13 of the Act for the change in the capital clause of the Companies as contemplated herein and shall be deemed to be sufficient for the purpose of effecting the amendments in the memorandum of association of the Companies in relation to the change in the capital clause of the Companies in accordance with Sections 13, 61, 64 and any other applicable provisions of the Act. The sanction of this Scheme by the NCLT shall be deemed and no further resolution(s) would be required to be separately passed to be in compliance of Sections 4, 13, 61, 64 and any other applicable provisions of the Act for the purpose of effecting the change in the capital clause of the Companies.
- 10.3. Clause V of the memorandum of association of the Companies shall stand amended to give effect to the relevant provisions of this Scheme.



## **SCHEDULE I**

**Reference Balance Sheet of the Amalgamating Company – 1  
as on the Appointed Date**

**Review report on unaudited Balance Sheet of HSSS Investment Holding Private Limited**

**To the Board of Directors of HSSS Investment Holding Private Limited**

1. We have reviewed the unaudited Balance Sheet (“the Statement”) of **HSSS Investment Holding Private Limited** (“the Company”) as at July 01, 2022 (Opening)- Pre Scheme for the purpose of composite scheme of arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (collectively, the “**Amalgamating Companies**”), Jubilant Industries Limited (“**JIL**”) and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. This Statement, which is the responsibility of the Company’s management, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25, “Interim Financial Reporting” (“AS 25”), prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Accounting Standards specified under Section 133 of Companies Act 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our conclusion is not modified in respect of these matter.

**For BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number: 003304N/N500056

*Jagpat*  
**Jagpat Jain**

Partner

Membership Number: 086857



UDIN: *22086857ANWNmc3491*

Date: *29 July 2022*

Place: *New Delhi*

**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
Standalone Balance Sheet as at

( Amount (Rs.) in Lacs )

Particulars	Note No.	1st July, 2022 (Opening)- Pre Scheme
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholders' Funds:</b>		
Share Capital	2	3,241.00
Reserves and Surplus	3	(324.92)
		<b>2,916.08</b>
<b>Current Liabilities:</b>		
Other Current Liabilities	4	1.56
		<b>1.56</b>
<b>TOTAL</b>		<b>2,917.64</b>
<b>ASSETS</b>		
<b>Non Current assets:</b>		
Investment	5	2,861.21
		<b>2,861.21</b>
<b>Current assets:</b>		
Cash and Cash Equivalents	6	56.43
Other Current Assets	7	-
		<b>56.43</b>
<b>TOTAL</b>		<b>2,917.64</b>
Significant Accounting Policies	1	
Notes to Financial Statements	2-10	

(These accompanying notes are integral part of Financial Statements)

**Note:** In terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, HSSS Investment Holding Private Limited shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Companies Act, 2013 and the name of HSSS Investment Holding Private Limited shall be struck off from the records of the Registrar of Companies.

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

Partner  
Membership No.: 003304N/N500056  
Date: 29 July 2022  
Place: Noida



For and on behalf of the Board of Directors  
**HSSS INVESTMENT HOLDING PRIVATE LIMITED**

(TAKESH MATHUR)  
Director  
DIN: 00009338  
Date: 29 July 2022  
Place: Noida



(PARVEEN KUMAR GOYAL)  
Director  
DIN: 00075246  
Date: 29 July 2022  
Place: Noida

## HSSS INVESTMENT HOLDING PRIVATE LIMITED

### 1- NOTES TO FINANCIAL STATEMENTS

#### **Nature of Operation**

To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/body/bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Basis of Preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles ('GAAP') in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

The company is a small and Medium Sized Company (SMC) as defined in the General instruction in respect of accounting standards notified under Section 133 of the Companies Act, 2013 (Act) and Rule 7 of the Companies (Accounts) Rules 2014. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.

##### **(b) Use of Estimates**

The preparation of financial statements is in conformity with the I-GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent's assets and liabilities on the date of financial statements and the results of operations during the reporting period. Actual result could be different from these estimates. Any changes in estimates are recognized in the period in which the results are known / materialized.

##### **(c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried the lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, Provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

##### **(d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.





## HSSS INVESTMENT HOLDING PRIVATE LIMITED

### 1- NOTES TO FINANCIAL STATEMENTS

#### (e) **Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

#### (f) **Income Taxes**

Tax expenses comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

Deferred tax is measured based on the rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

#### (g) **Provisions**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO STANDALONE FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

<b>Note-2 Share Capital</b>	
<b>Particulars</b>	<b>As at 1st July, 2022 (Opening)- Pre Scheme</b>
<b>Authorised</b>	
10,000 Equity Shares of Rs. 10/- each	1.00
32,40,000 Preference Shares of Rs. 100/- each	3,240.00
<b>Issued, Subscribed &amp; Paid up</b>	
10,000 Equity Shares of Rs. 10/- each fully paid up	1.00
32,40,000 7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 100 each fully paid up	3,240.00
<b>Total</b>	<b>3,241.00</b>

**Note-2.1 Rights, Preferences & Restrictions of Shares**

**Equity Shares:**

The company has only one class of equity share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board (if any) is subject to approval by the shareholders in the following Annual General meeting. In the event of liquidation of the company, the holders of the equity shares shall be entitled to receive remaining assets of the company, after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.

**Preference Shares:**

The said 7.60% Preference Shares shall have preferential right to dividend, and in case of winding up of the Company, preferential right to repayment of capital. These shares carry a non cumulative dividend of 7.60% p a. The holder of the said Preference Shares shall have a right to attend general meetings of the company and vote on resolutions directly affecting their interest.

**Note-2.2 Name of shareholders holding more than 5% of shares in the company**

<b>Name of Shareholder</b>	<b>As at 1st July, 2022 (Opening)- Pre Scheme</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>Equity Shares:</b>		
SPB Trustee Company Pvt. Ltd. and SS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Shyam Sunder Bhartia Family Trust)	5,000	50
HSB Trustee Company Pvt. Ltd. and HS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Hari Shanker Bhartia Family Trust)	5,000	50
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>		
SPB Trustee Company Pvt. Ltd. and SS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Shyam Sunder Bhartia Family Trust)	16,20,000	50
HSB Trustee Company Pvt. Ltd. and HS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Hari Shanker Bhartia Family Trust)	16,20,000	50

**Note-3 Reserves & Surplus**

<b>Particulars</b>	<b>As at 1st July, 2022 (Opening)- Pre Scheme</b>
<b>Deficit in Statement of Profit &amp; Loss</b>	
Opening balance	(324.92)
<b>Total</b>	<b>(324.92)</b>



HSSS INVESTMENT HOLDING PRIVATE LIMITED  
NOTES TO STANDALONE FINANCIAL STATEMENTS

( Amount (Rs.) in Laacs )

Note-4 Other Current Liabilities	
Particulars	As at 1st July, 2022 (Opening)- Pre Scheme
TDS Payable	1.56
<b>Total</b>	<b>1.56</b>

Note-5 Non- Current Investments	
Particulars	As at 1st July, 2022 (Opening)- Pre Scheme
<b>Investment in Equity Shares</b> <b>Quoted - Non Trade</b>	
71,64,048 Shares of Jubilant Industries Ltd. of Rs. 10/- each fully paid up (50,59,440 no of shares received as gift )	2,861.21
<b>Total</b>	<b>2,861.21</b>

Note-6 Cash and Cash Equivalents	
Particulars	As at 1st July, 2022 (Opening)- Pre Scheme
Bank Balances-	
In Current Account	3.39
FDRs	53.04
Cash on hand (Rs. 325)	-
<b>Total</b>	<b>56.43</b>

Note-7 Other Current Assets	
Particulars	As at 1st July, 2022 (Opening)- Pre Scheme
TDS (Rs. 407)	-
<b>Total</b>	<b>-</b>

Note-8 Contingent liabilities and commitments	
Particulars	As at 1st July, 2022 (Opening)- Pre Scheme
(i) Contingent Liabilities	Nil
(ii) Capital Commitments	Nil
(iii) Commitments	Nil



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO STANDALONE FINANCIAL STATEMENTS**

**Note-9**

In absence of any virtual certainty of future taxable Income no deferred tax Asset has been recognised during the year as per Accounting Standard 22

**Note-10**

Some of additional information pursuant to the Schedule III of Companies Act, 2013 are either nil or not applicable.

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Tajinder*  
Partner  
Membership No. *DE6657*  
Date: *29/7/22*  
Place: *New Delhi*



For and on behalf of the Board of Directors  
**HSSS INVESTMENT HOLDING PRIVATE LIMITED**

*(TAKESH MATHUR)*  
Director  
DIN: *00009338*  
Date: *29 July 2022*  
Place: *NOIDA*

*(PARVEEN ANITA LOYAL)*  
Director  
DIN: *05275246*  
Date: *29 July 2022*  
Place: *NOIDA*



**SCHEDULE II**  
**Reference Balance Sheet of the Amalgamating Company – 2**  
**as on the Appointed Date**



**Review report on unaudited Balance Sheet of KBHB Investment Holding Private Limited**

**To the Board of Directors of KBHB Investment Holding Private Limited**

1. We have reviewed the unaudited Balance Sheet (“the Statement”) of **KBHB Investment Holding Private Limited** (“the Company”) as at July 01, 2022 (Opening)- Pre Scheme for the purpose of composite scheme of arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (collectively, the “**Amalgamating Companies**”), Jubilant Industries Limited (“**JIL**”) and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. This Statement, which is the responsibility of the Company’s management, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25, “Interim Financial Reporting” (“AS 25”), prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Accounting Standards specified under Section 133 of Companies Act 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our conclusion is not modified in respect of these matter.

**For BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number: 003304N/N500056

  
**Jagpat Jain**  
Partner  
Membership Number: 086857



UDIN: 22086857ANWOMET5883

Date: 29/7/22

Place: New Delhi



**KBHB INVESTMENT HOLDING PRIVATE LIMITED**  
Balance Sheet as at

(Amount (Rs.) in Laes)

Particulars	Note No.	1st July 2022 (Opening)- Pre Scheme
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholders' Funds:</b>		
Share Capital	2	751.00
Reserves and Surplus	3	(30.83)
		<b>720.17</b>
<b>Current Liabilities:</b>		
Other Current Liabilities	4	0.02
		<b>0.02</b>
<b>TOTAL</b>		<b>720.19</b>
<b>ASSETS</b>		
<b>Non Current assets:</b>		
Investment	5	693.50
<b>Current assets:</b>		
Cash and Cash Equivalents	6	26.69
		<b>720.19</b>
<b>TOTAL</b>		<b>720.19</b>
Significant Accounting Policies	1	
Notes to Financial Statements	2-9	

(These accompanying notes are integral part of Financial Statements)

**Note:** In terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, KBHB Investment Holding Private Limited shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Companies Act, 2013 and the name of KBHB Investment Holding Private Limited shall be struck off from the records of the Registrar of Companies.

As per our report of even date attached  
For **BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

  
Partner  
Membership No.: 086857  
Date: 29 July 2022  
Place: New Del



For and on behalf of the Board of Directors of  
**KBHB Investment Holding Private Limited**

  
(TAKESH MATHVA)  
Director  
DIN: 00009338  
Date: 29 July 2022  
Place: NOIDA

  
(PARVEEN KUMAR GOVAL)  
Director  
DIN: 05275246  
Date: 29 July 2022  
Place: NOIDA



## **KBHB INVESTMENT HOLDING PRIVATE LIMITED**

### **1- NOTES TO FINANCIAL STATEMENTS**

#### **Nature of Operation**

To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/body/bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Basis of Preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles ('GAAP') in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

The company is a small and Medium Sized Company (SMC) as defined in the General instruction in respect of accounting standards notified under Section 133 of the Companies Act, 2013 (Act) and Rule 7 of the Companies (Accounts) Rules 2014. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.

##### **(b) Use of Estimates**

The preparation of financial statements is in conformity with the I-GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent's assets and liabilities on the date of financial statements and the results of operations during the reporting period. Actual result could be different from these estimates. Any changes in estimates are recognized in the period in which the results are known / materialized.

##### **(c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried the lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, Provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

##### **(d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.



**1- NOTES TO FINANCIAL STATEMENTS**

**(e) Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

**(f) Income Taxes**

Tax expenses comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

Deferred tax is measured based on the rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**(g) Provisions**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.



**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

(Amount (Rs.) in Lacs)

<b>Note-2 Share Capital</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
<b>Authorised</b>	
10,000 Equity Shares of Rs.10/- each	1.00
9,25,000 Preference Shares of Rs. 100/- each	925.00
<b>Issued, Subscribed &amp; Paid up</b>	
10,000 Equity Shares of Rs.10/- each fully paid up	1.00
7,50,000 7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 100 each fully paid up	750.00
<b>Total</b>	<b>751.00</b>

**Note-2.1 Rights, Preferences & Restrictions of Shares**

**Equity Shares:**

The company has only one class of equity share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board ( if any) is subject to approval by the shareholders in the following Annual General meeting. In the event of liquidation of the company , the holders of the equity shares shall be entitled to receive remaining assets of the company , after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.

**Preference Shares:**

The said 7.60% Preference Shares shall have preferential right to dividend, and in case of winding up of the Company, preferential right to repayment of capital. These shares carry a non cumulative dividend of 7.60% p.a. The holder of the said Preference Shares shall have a right to attend general meetings of the company and vote on resolutions directly affecting their interest.

**Note-2.2 Name of shareholders holding more than 5% of shares in the company**

<b>Name of Shareholder</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>
<b><u>Equity Shares:</u></b>		
Hari Shanker Bhartia Family Trust*	10,000	100
<b><u>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</u></b>		
Hari Shanker Bhartia Family Trust**	7,50,000	100

\* 9800 Shares out of 10,000 shares are held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited jointly as trustee on behalf of Hari Shanker Bhartia Family Trust and 200 shares are held by Mr. Hari Shanker Bhartia on behalf of Hari Shanker Bhartia Family Trust.

\*\*Held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited jointly as trustee on behalf of Hari Shanker Bhartia Family Trust





**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

(Amount (Rs.) in Lacs)

<b>Note-3 Reserves &amp; Surplus</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
<b>Deficit in Statement of Profit &amp; Loss</b>	
Opening balance	(30.83)
<b>Total</b>	<b>(30.83)</b>

<b>Note-4 Other Current Liabilities</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
TDS Payable	0.02
<b>Total</b>	<b>0.02</b>

<b>Note-5 Non Current Investment</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
<b>Investment in Equity Shares</b>	
<b>Quoted - Non Trade</b>	
17,36,415 Shares of Jubilant Industries Ltd. of Rs. 10/- each fully paid up (12,26,302 no. of shares received as gift)	693.50
<b>Total</b>	<b>693.50</b>

<b>Note-6 Cash and Cash Equivalents</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
Bank Balances-	
In Current Account	1.66
FDRs	25.02
Cash on hand	0.01
<b>Total</b>	<b>26.69</b>

<b>Note-7 Contingent liabilities and commitments</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
(i) Contingent Liabilities	Nil
(ii) Capital Commitments	Nil
(iii) Commitments	Nil



**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**Note-8**

In absence of any virtual certainty of future taxable Income no deferred tax Asset has been recognised during the year as per Accounting Standard 22

**Note-9**

Some of additional information pursuant to the Schedule III of Companies Act, 2013 are either nil or not applicable.

**For BGJC & Associates LLP**

Chartered Accountants

Firm registration No.: 003304N/N500056

Partner  
Membership No. 086857  
Date: 29 July 2022  
Place: Noida



For and on behalf of the Board of Directors of  
**KBHB Investment Holding Private Limited**

Director  
DIN: 00009328  
Date: 29 July 2022  
Place: NOIDA

Director  
DIN: 05275246  
Date: 29 July 2022  
Place: NOIDA





**SCHEDULE III**

**Reference Balance Sheet of the Amalgamating Company – 3  
as on the Appointed Date**

**Review report on unaudited Balance Sheet of SSBPB Investment Holding Private Limited**

**To the Board of Directors of SSBPB Investment Holding Private Limited**

1. We have reviewed the unaudited Balance Sheet (“the Statement”) of **SSBPB Investment Holding Private Limited** (“the Company”) as at July 01, 2022 (Opening)- Pre Scheme for the purpose of composite scheme of arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (collectively, the “**Amalgamating Companies**”), Jubilant Industries Limited (“**JIL**”) and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. This Statement, which is the responsibility of the Company’s management, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25, “Interim Financial Reporting” (“AS 25”), prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Accounting Standards specified under Section 133 of Companies Act 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our conclusion is not modified in respect of these matter

**For BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number: 003304N/N500056

*Jagpat Jain*  
**Jagpat Jain**  
Partner

Membership Number: 086857

UDIN: **22086857ANWKUP3800**

Date: *29th July 2022*  
Place: *New Delhi*



**SSBPB INVESTMENT HOLDING PRIVATE LIMITED**  
**BALANCE SHEET As at**

( Amount(Rs.) in Lacs)

Particulars	Note No.	1st July 2022 (Opening)- Pre Scheme
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholders' Funds:</b>		
Share Capital	2	711.00
Reserves and Surplus	3	(27.55)
		<b>683.45</b>
<b>Current Liabilities:</b>		
Other Current Liabilities	4	0.02
		<b>0.02</b>
<b>TOTAL</b>		<b>683.47</b>
<b>ASSETS</b>		
<b>Non Current assets:</b>		
Investment	5	659.74
<b>Current assets:</b>		
Cash and Cash Equivalents	6	23.73
		<b>683.47</b>
<b>TOTAL</b>		<b>683.47</b>
Significant Accounting Policies	1	
Notes to Financial Statements	2-9	

(These accompanying notes are integral part of Financial Statements)

**Note:** In terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, SSBPB Investment Holding Private Limited shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Companies Act, 2013 and the name of SSBPB Investment Holding Private Limited shall be struck off from the records of the Registrar of Companies.

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No - 003304N/N500056

  
Partner  
Membership No: 886517  
Date: 29 July 2022  
Place: New Del



For and on behalf of the Board of Directors of  
**SSBPB Investment Holding Private Limited**

  
(TAKESH MATHUR)  
Director  
DIN: 00009338  
Date: 29 July 2022  
Place: NOIDA

  
(PARVEEN KUMAR GOYAL)  
Director  
DIN: 05275346  
Date: 29 July 2022  
Place: NOIDA



## SSBPB INVESTMENT HOLDING PRIVATE LIMITED

### 1- NOTES TO FINANCIAL STATEMENTS

#### **Nature of Operation**

To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/body/bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Basis of Preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles ('GAAP') in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

The company is a small and Medium Sized Company (SMC) as defined in the General instruction in respect of accounting standards notified under Section 133 of the Companies Act, 2013 (Act) and Rule 7 of the Companies (Accounts) Rules 2014. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.

##### **(b) Use of Estimates**

The preparation of financial statements is in conformity with the I-GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent's assets and liabilities on the date of financial statements and the results of operations during the reporting period. Actual result could be different from these estimates. Any changes in estimates are recognized in the period in which the results are known / materialized.

##### **(c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried the lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, Provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

##### **(d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

##### **(e) Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.



**1- NOTES TO FINANCIAL STATEMENTS**

**(f) Income Taxes**

Tax expenses comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

Deferred tax is measured based on the rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**(g) Provisions**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.





**NOTES TO FINANCIAL STATEMENTS**

<b>Note-2 Share Capital</b>	
<b>Particulars</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>
<b>Authorised</b>	
10,000 Equity Shares of Rs.10/- each	1.00
8,75,000 Preference Shares of Rs. 100/- each	875.00
<b>Issued, Subscribed &amp; Paid up</b>	
10,000 Equity Shares of Rs.10/- each fully paid up	1.00
7,10,000 7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 100 each fully paid up	710.00
<b>Total</b>	<b>711.00</b>

**Note-2.1 Rights, Preferences & Restrictions of Shares****Equity Shares:**

The company has only one class of equity share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board ( if any) is subject to approval by the shareholders in the following Annual General Meeting. In the event of liquidation of the company , the holders of the equity shares shall be entitled to receive remaining assets of the company , after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.

**Preference Shares:**

The said 7.60% Preference Shares shall have preferential right to dividend, and in case of winding up of the Company, preferential right to repayment of capital. These shares carry a non cumulative dividend of 7.60% p.a. The holder of the said Preference Shares shall have a right to attend general meetings of the company and vote on resolutions directly affecting their interest.

**Note-2.2 Name of shareholders holding more than 5% of shares in the company**

<b>Name of Shareholder</b>	<b>As at 1st July 2022 (Opening)- Pre Scheme</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>Equity Shares:</b> Shyam Sunder Bhartia Family Trust (9800 Shares out of 10,000 shares are held by SPB Trustee Co. Pvt. Ltd and SS Trustee Company Private Limited jointly as trustee on behalf of Shyam Sunder Bhartia Family Trust and 200 Shares by Mr. Shomit Bhartia as Nominee on behalf of Shyam Sunder Bhartia Family Trust.)	10,000	100
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b> Shyam Sunder Bhartia Family Trust (Held by SPB Trustee Company Pvt. Ltd and SS Trustee Company Private Limited jointly as trustee on behalf of Shyam Sunder Bhartia Family Trust)	7,10,000	100





Note-3 Reserves & Surplus	
Particulars	As at 1st July 2022 (Opening)- Pre Scheme
Deficit in Statement of Profit & Loss	
Opening balance	(27.55)
<b>Total</b>	<b>(27.55)</b>

Note-4 Other Current Liabilities	
Particulars	As at 1st July 2022 (Opening)- Pre Scheme
TDS Payable	0.02
<b>Total</b>	<b>0.02</b>

Note-5 Non Current Investments	
Particulars	As at 1st July 2022 (Opening)- Pre Scheme
Investment in Equity Shares	
Quoted - Non Trade	
16,51,879 Shares of Jubilant Industries Ltd. of Rs. 10/- each fully paid up (11,66,600 no. of shares received as gift)	659.74
<b>Total</b>	<b>659.74</b>

Note-6 Cash and Cash Equivalents	
Particulars	As at 1st July 2022 (Opening)- Pre Scheme
Bank Balances-	
In Current Account	1.70
FDRs	22.02
Cash on hand	0.01
<b>Total</b>	<b>23.73</b>

Note-7 Contingent liabilities and commitments	
Particulars	As at 1st July 2022 (Opening)- Pre Scheme
(i) Contingent Liabilities	Nil
(ii) Capital Commitments	Nil
(iii) Commitments	Nil



**SSBPB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**Note-8**

In absence of any virtual certainty of future taxable Income no deferred tax Asset has been recognised during the year as per Accounting Standard 22

**Note-9**

Some of additional information pursuant to the Schedule III of Companies Act, 2013 are either nil or not applicable.

**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No 003304N/N500056

*Jayant*  
Partner  
Membership No. *29486853*  
Date: *29 July 22*  
Place: *New Delhi*



For and on behalf of the Board of Directors of  
**SSBPB Investment Holding Private Limited**

*(TAKESH MATHA)*  
Director  
DIN: *00000330*  
Date: *29 July 2022*  
Place: *NOIDA*

*(PARVEEN KUMAR GOYAL)*  
Director  
DIN: *05275246*  
Date: *29 July 2022*  
Place: *NOIDA*



**Schedule IV - Part A**  
**Reference Balance Sheet of JIL as on the Appointed Date**

**Review report on unaudited Reference Balance Sheet of Jubilant Industries Limited prior to the effect of Part B of the Composite Scheme of Arrangement as on the Appointed Date, i.e. July 1, 2022**

**To the Board of Directors of Jubilant Industries Limited**

1. We have reviewed the unaudited Balance Sheet (“the Statement”) of **Jubilant Industries Limited** (“the Company”) as at July 01, 2022, prior to the effect of the Part B of the Composite Scheme of Arrangement (‘Scheme’) between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (collectively, the “**Amalgamating Companies**”), Jubilant Industries Limited (“**JIL**”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. This Statement, which is the responsibility of the Company’s management, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, “Interim Financial Reporting” (“IND AS 34”), prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the aforesaid Scheme.

For **BGJC & Associates LLP**  
Chartered Accountants  
Firm Registration Number: 003304N/N500056



**Pranav Jain**  
Partner  
Membership Number: 098308

UDIN: 22098308AOXYPQ9261



Date: August 12, 2022  
Place: Noida



**Jubilant Industries Limited**

Reference Balance Sheet on commencement of business on 01st July 2022 pursuant to the Composite Scheme of Arrangement (Scheme) between Jubilant Industries Limited, HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited and SSBPB Investment Holding Private Limited before taking into account the effect of the Scheme

(₹ in million)

	Notes	As at 01 July 2022
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	3	0.10
Financial assets		
(i) Investments	4	3,049.98
(ii) Loans	5	0.03
Deferred tax assets (net)	6	0.03
Other non-current assets	7	1.35
<b>Total non-current assets</b>		<b>3,051.49</b>
<b>Current assets</b>		
Inventories	8	0.12
Financial assets		
(i) Trade receivables	9	1.12
(ii) Cash and cash equivalents	10 (a)	6.49
(iii) Other bank balances	10 (b)	1.00
(iv) Loans	5	0.01
(v) Other financial assets	11	3.00
Current tax assets (net)		0.89
Other current assets	7	4.81
<b>Total current assets</b>		<b>17.44</b>
Assets classified as held for sale	17	13.57
<b>Total Assets</b>		<b>3,082.50</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	12	150.67
Other equity	12 (a)	2,809.50
<b>Total equity</b>		<b>2,960.17</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Provisions	13	0.67
<b>Total non-current liabilities</b>		<b>0.67</b>
<b>Current liabilities</b>		
Financial liabilities		
(i) Trade payables:		
Total outstanding dues of micro enterprises and small enterprises	14	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	1.49
(ii) Other financial liabilities	15	3.31
Other current liabilities	16	116.61
Provisions	13	0.25
<b>Total current liabilities</b>		<b>121.66</b>
<b>Total Equity and Liabilities</b>		<b>3,082.50</b>
Corporate information and Significant accounting policies	1 & 2	
Notes to these financial statements	3 to 27	
The accompanying notes "1" to "27" form an integral part of this reference balance sheet.		
In terms of our report of even date.		
For BGJC & Associates LLP Chartered Accountants Firm Registration Number : 003304N/N500056		For and on behalf of Board of Jubilant Industries Limited
Pranav Jain Partner Membership No. 098308		 Manu Ahuja CEO & Managing Director DIN: 05123127
Place : Gurugram Date : 12 August, 2022		

Statement of Equity as at 01 July 2022 pursuant to Composite Scheme of Arrangement

A. Equity share capital

Balance as at 01 July 2022	(₹ in million) 150.67
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B. Other Equity

	Security premium	General reserve	Share based payment reserve*	Retained earnings	Items of other Comprehensive Income	Total
					Remeasurement of defined benefits obligations	
As at 01 July 2022	1,225.42	238.64	12.09	1,333.33	0.02	2,809.50

\* Refer note 26.

Notes:

• **Security premium**

The unutilized accumulated excess of issue price over face value on issue of shares. This is utilized in accordance with the provision of the Act.

• **General reserve**

This represents appropriation of profit by the Company and is available for distribution of dividend.

• **Share based payment reserve**

The fair value of the equity settled share based payment transactions with employees is recognized in Statement of Profit and Loss with corresponding credit to Share based payment reserve. Further, equity settled share based payment transaction with employees of subsidiary is recognized in investment of subsidiaries with corresponding credit to Share based payment reserve. Balance of a share based payment reserve is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee.

• **Remeasurement of defined benefit obligation**

Re-measurement of defined benefits obligation comprises actuarial gains and losses and return on plan assets.

The accompanying notes "1" to "27" form an integral part of this reference balance sheet.

In terms of our report of even date.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number : D03304N/N500056

*Pranav Jain*

Pranav Jain

Partner

Membership No. 098308

For and on behalf of Board of Jubilant Industries Limited

*Manu Ahuja*

Manu Ahuja  
CEO & Managing Director  
DIN:05123127

Place: Gurugram

Date: 12 August, 2022





## Notes to the reference balance sheet as at 01 July 2022

### 1. Corporate Information

Jubilant industries Limited ("the Company" or the "Parent Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company had been engaged in the business of manufacturing of Indian-made foreign liquor. Its shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The registered office of the Company is situated at Bhartiagram, Gajraula District Amroha-244 223.

### 2. Significant accounting policies

This note provides significant accounting policies adopted and applied in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of preparation

##### (i) *Statement of compliance*

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The financial statements of the Company are presented in Indian Rupee and all values are rounded to the nearest million, except per share data and unless stated otherwise.

##### (ii) *Purpose of preparation*

These accounts have been prepared without taking into account the effect of the proposed Composite Scheme of Arrangement, approved by the Board on 12<sup>th</sup> August, 2022.

##### (iii) *Historical cost convention*

The financial statements have been prepared on a historical cost convention on accrual basis except for the following material items those have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans and other long-term employee benefits; and
- Share-based payment transactions;

#### (b) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.



**Notes to the reference balance sheet as at 01 July 2022**

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

**(c) Property, plant and equipment (PPE) and intangible assets**

**(i) Property, plant and equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost, which includes capitalized finance costs, less accumulated depreciation and any accumulated impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the items. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Expenditure incurred on start-up and commissioning of the project and/ or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as the appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Advances paid towards acquisition of property, plant and equipment outstanding at each Balance Sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

**(ii) Intangible assets**

Intangible assets that are acquired (including implementation of software system) and in process research and development are measured initially at cost.

After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it related.

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.



**Notes to the reference balance sheet as at 01 July 2022**

**(iii) Depreciation and amortisation methods, estimated useful lives and residual value**

Depreciation is provided on straight line basis on the original cost/ acquisition cost of assets or other amounts substituted for cost of fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act, read with notification dated 29 August, 2014 of the Ministry of Corporate Affairs, except for the following classes of fixed assets which are depreciated based on the internal technical assessment of the management as under:

Category of assets	Management estimate of useful life	Useful life as per Schedule II
Employee perquisite related assets (included in office equipment)	5 years, being the period of perquisite scheme	10
Computers covered under perquisite scheme	5 years, being the period of perquisite scheme	3

Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the date/month of addition/ disposal.

Software systems are being amortised over a period of five years or its useful life whichever is shorter.

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted, if appropriate.

**(iv) De-recognition**

A property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

**(d) Discontinued operations and non-current assets held for sale**

Discontinued operation is a component of the Company that has been disposed of or classified as held for sale and represents a major line of business.

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Statement of Profit and Loss.

Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

**(e) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. The Company's non-financial assets other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.



**Notes to the reference balance sheet as at 01 July 2022**

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs) represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

**(f) Financial instrument**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

***Financial assets***

***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date the Company commits to purchase or sale the asset.

***Subsequent measurement***

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debts instruments, derivatives and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

***Debt instruments at amortised cost***

A "debt instrument" is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specific dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking in to account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR



**Notes to the reference balance sheet as at 01 July 2022**

amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

***Debt instrument at FVOCI***

A 'debt instrument' is classified as at the FVOCI in both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included with in the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

***Debt instrument at FVPL***

FVPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

***Equity investments***

For the purpose of subsequent measurement, equity instruments are classified in two categories:

- Equity instruments at fair value through profit or loss (FVPL)
- Equity instruments at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

**Investments in subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any except in case of investment in preference shares (debt instrument) which is carried in accordance with Ind AS 109 "Financial instruments".





**Notes to the reference balance sheet as at 01 July 2022**

***Impairment of Financial assets***

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal), that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

***De-recognition***

A financial asset (or, where applicable, a part of a financial asset or part of Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and do what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

***Financial liabilities***

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Statement of Profit and Loss.

***De-recognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statements of Profit and Loss.



**Notes to the reference balance sheet as at 01 July 2022**

**(g) Inventories**

Inventories are valued at lower of cost and net realizable value except scrap, which is valued at net estimated realizable value.

The methods of determining cost of various categories of inventories are as follows:

Raw materials	Weighted average method
Work-in-progress and finished goods (manufactured)	Variable cost at weighted average including an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities
Finished goods (traded)	Cost of purchases
Stores & spares	Weighted average method
Fuel and Packing materials etc	Weighted average method
Goods-in-transit	Cost of purchases

Cost includes all direct costs, cost of conversion and appropriate portion of variable and fixed production overheads and such other costs incurred as to bring the inventory to its present location and condition inclusive of excise duty/any other tax wherever applicable.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion/ reprocessing and the estimated cost necessary to make the sale.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished products. Raw materials and other supplies held for use in the production of finished goods are not written down below cost except in cases where material prices have declined and it's estimated that the cost of finished goods will exceed their net realizable value.

**(h) Cash and cash equivalents**

Cash and cash equivalents comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**(i) Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the future cash flows at a pre-tax rate that effects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**(j) Contingent assets, liabilities and commitments**



**Notes to the reference balance sheet as at 01 July 2022**

Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continuously and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognized in the period in which the change occurs.

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows: (i) estimated amount of contracts remaining to be executed on capital account and not provided for; (ii) uncalled liability on shares and other investments partly paid; (iii) funding related commitment to subsidiary, associate and joint venture companies; and (iv) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management. Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

**(k) Revenue recognition**

The company's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of company's performance obligation occur at the same time.

Revenue from sale of products is recognised when the property in the goods or all significant risks and rewards of ownership of the products have been transferred to the buyer, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products as well as regarding its collection.

Revenue includes only those sales for which the Company has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. Any sales for which Company has acted as an agent without assuming the risks and rewards of ownership have been reported on a net basis.

In case of revenue arrangements with tie up units, the company has concluded that it is acting as an agent in all such revenue arrangements since the company is not the primary obligor in all such revenue arrangements and has no pricing latitude and is not exposed to inventory and credit risks. Company earns fixed fee for such sales which is recognised as service income.

Sale of utility is recognized on delivery of the same to the purchaser and when no significant uncertainty exists as to its realization.

**Other income recognition:**

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognized on time proportionate basis. Other non-operating revenue is recognised in accordance with terms of underlying asset.

**(l) Employee benefits**

(i) **Short-term employee benefits:** All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

(ii) **Post-employment benefits:** Post employment benefit plans are classified into defined benefits plans and defined contribution plans as under:



**Notes to the reference balance sheet as at 01 July 2022**

**a) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of gratuity is recognized in the books of accounts based on actuarial valuation by an independent actuary.

**b) Superannuation**

Certain employees of the Company are also participants in the superannuation plan ('the Plan'), a defined contribution plan. Contribution made by the Company to the Plan during the year is charged to Statement of Profit and Loss.

**c) Provident Fund**

(i) The Company makes contributions to the recognized provident fund – "VAM EMPLOYEES PROVIDENT FUND TRUST" (a multiemployer trust) for most of its employees in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

For other employees in India, provident fund is deposited with Regional Provident Fund Commissioner. This is treated as defined contribution plan.

(ii) Company's contribution to the provident fund is charged to Statement of Profit and Loss.

**(iii) Other long-term employee benefits:**

**Compensated absences**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of other long-term employee benefits is recognized in the books of accounts based on actuarial valuation using projected unit credit method as at Balance Sheet date by and independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

**Actuarial Valuation**

The liability in respect of all defined benefit plans is accrued in the books of accounts on the basis of actuarial valuation carried out by an independent actuary using the Project Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employees benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for



## Notes to the reference balance sheet as at 01 July 2022

determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligation.

Re-measurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in the Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the Statement of Profit and Loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

### (m) Share based payments

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Company is recognized as an employee expense, and those granted to employees of subsidiaries is considered as the Company's equity contribution and is added to the carrying value of investment in the respective subsidiaries, with a corresponding increase in share based payment reserve. The expense is recorded for separately each vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "share based payment reserve". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Model). Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures materially differ from those estimates.

### (n) Finance costs

Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Finance cost also includes exchange differences to the extent regarded as an adjustment to the finance costs. Finance costs that are directly attributable to the construction or production or development of a qualifying asset are capitalized as part of the cost of that asset. Qualifying assets are assets that are necessarily take a substantial period of time to get ready for their intended use or sale. All other finance costs are expensed in the period in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the finance costs eligible for capitalization.





**Notes to the reference balance sheet as at 01 July 2022**

Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

**(o) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

• **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantially enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

• **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting not taxable profit or loss at the time of the transaction;
- temporary differences related to freehold land and investment in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets (DTA) include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.





**Notes to the reference balance sheet as at 01 July 2022**

Deferred tax assets and liabilities are offset only if there is legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

Deferred income tax is not provided on the undistributed earnings of the subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

**(p) Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

**Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

**Lease Liability**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

**Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.



**Notes to the reference balance sheet as at 01 July 2022**

**(q) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The CEO and Managing Director of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly identified as the chief operating decision maker. Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as “un-allocable revenue/ expenses/ assets/ liabilities”, as the case may be.

**(r) Foreign currency translation**

**(i) Functional and presentation currency**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupee.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at Balance Sheet date exchange rate are generally recognised in Statement of Profit and Loss.

**(s) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply all attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(t) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share, is calculated by dividing:

- o the profit attributable to owners of the Company
- o by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**(ii) Diluted earnings per share**

Diluted earnings per share, adjusts the figures used in the determination of basic earnings per share to take into account:

- o The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and



**Notes to the reference balance sheet as at 01 July 2022**

- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(u) Measurement of fair values**

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different level in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability, those are not based on observable market data (unobservable data).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations met the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair values of an asset or a liability, the Company uses observable market data as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

**(v) Critical estimates and judgements**

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes.

- Estimated impairment of financial assets and non-financial assets- Note 2(e) and 2(f).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(c).
- Estimation of assets and obligations relating to employee benefits- Note 18.
- Share-based payments- Note 26.



**Notes to the reference balance sheet as at 01 July 2022**

- Valuation of inventories- Note 2(g).
- Recognition of revenue and related accruals- Note 2(k).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 24.
- Lease classification- Note 25.
- Fair value measurements- Note 2(u).



## Jubilant Industries Limited

### Notes to the reference balance sheet as at 01 July 2022

#### 3. Property, plant and equipment

Description	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	Total As at 01 July 2022		Total As at 01 July 2022		Total As at 01 July 2022	
Furniture & fixtures	0.02			0.02		0.02
Office equipments	0.23		0.15		0.08	
<b>TOTAL</b>	<b>0.25</b>		<b>0.15</b>		<b>0.10</b>	
<b>Note:</b>						
3.1 Assets classified as held for sale (Refer note 17).						
3.2 Property, plant and equipment of the Company are charged in favour of bankers for term loan availed by Jubilant Agri and Consumer Products Limited, its wholly owned subsidiary company.						



Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

(₹ in million)

As at  
01 July 2022

<b>4. Non-current investments</b>		
<b>I. Investment in equity shares (at cost)</b>		
Unquoted investments (fully paid up)		
Subsidiary companies:		
200 (Previous Year: 200) equity shares with no par value		
Jubilant Industries Inc. USA		10.75
56,08,552 (Previous Year: 56,08,552) equity shares of ₹ 10 each		
Jubilant Agri and Consumer Products Limited		3,016.28
Investment in equity shares of Jubilant Industries Limited		
<b>II. Deemed capital investment</b>		
Capital contribution towards ESOP		22.95
<b>Total non-current investments</b>		<b>3,049.98</b>
<b>4.1 Additional information</b>		(₹ in million)
		As at 01 July 2022
Aggregate amount of quoted investments		-
Market value of quoted investments		-
Aggregate amount of unquoted investments		3,049.98
Aggregate provision for diminution in value of investments		-
		(₹ in million)
		As at 01 July 2022
		Non-current
		Current
<b>5. Loans</b>		
Loan receivable considered good - Unsecured:		
Loan receivable considered good - Unsecured:		
- Loan to employees	0.03	0.01
<b>Total loans</b>	<b>0.03</b>	<b>0.01</b>
<b>6. Deferred tax</b>		
Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred income tax are as follows:		
<i>Deferred tax assets:</i>		
		(₹ in million)
<b>Particulars</b>	<b>Others (Re-measurement of employee benefits)</b>	<b>Total</b>
As at 01 July 2022	0.03	0.03





Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

		(₹ in million)	
		As at 01 July 2022	
		Non-current	Current
<b>7. Other assets</b>			
Advance to suppliers		-	0.09
Security deposits		1.35	-
Prepaid expenses		-	0.09
Recoverable from/balance with government authorities		-	4.63
<b>Total other assets</b>		<b>1.35</b>	<b>4.81</b>
(₹ in million)			
		As at	
		01 July 2022	
<b>8. Inventories</b>			
Fuel and packing materials			0.12
<b>Total inventories</b>			<b>0.12</b>
Note: For valuation of inventories refer not 2 (g).			
(₹ in million)			
		As at	
		01 July 2022	
<b>9. Trade receivables (Current)</b>			
Trade receivable considered good - Unsecured			1.12
<b>Total receivables</b>			<b>1.12</b>
<b>9.1</b>	Refer note 20 for ageing of trade receivables.		
<b>10(a). Cash and cash equivalents</b>			
Balance With Banks			
- On current accounts			6.48
Cash on hand			0.01
<b>Total cash and cash equivalents</b>			<b>6.49</b>
<b>10(b). Other bank balances</b>			
Margin money with bank (1)			1.00
<b>Total other bank balances</b>			<b>1.00</b>
(1) For bank guarantees in favour of government authorities			
(₹ in million)			
		As at	
		31 March 2022	
<b>11. Other financial assets (Current)</b>			
Interest receivable			0.08
Recoverable from related parties (Refer note 23)			2.92
<b>Total other financial assets</b>			<b>3.00</b>
(₹ in million)			
		As at	
		01 July 2022	
<b>12. Equity share capital</b>			
<b>Authorized</b>			
18,100,000 equity shares of ₹ 10 each			181.00
			<b>181.00</b>
<b>Issued, subscribed and paid-up</b>			
15,067,101 equity shares of ₹ 10 each			150.67
<b>Total equity share capital</b>			<b>150.67</b>



## Jubilant Industries Limited

### Notes to the reference balance sheet as at 01 July 2022

#### 12.1 Movement in equity share capital:

	As at 01 July 2022	
	No. of shares	₹ in million
As a 01 July 2022	15,067,101	150.67

12.2 The Company has only one class of shares referred to as equity shares having par value of ₹ 10 each. Holder of each equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### 12.3 Details of shareholders holding more than 5% of the aggregate shares in the Company:

	As at 01 July 2022	
	No. of shares	% held
HSSS Investment Holding Private Limited	7,164,048	47.55
KBHB Investment Holding Private Limited	1,736,415	11.52
SSBPB Investment Holding Private Limited	1,651,879	10.96

#### 12.4 Information regarding issue of shares in the last five years

- i) The Company has not issued any shares without payment being received in cash.
- ii) The Company has not issued any bonus shares.
- iii) The Company has not undertaken any buy-back of shares.

#### 12.5 Disclosure of Shareholding of Promoters

	As at 01 July 2022	
	No. of shares	% held
Kavita Bhartia	613	0.00%
Hari Shankar Bhartia	20,873	0.14%
Priyavrat Bhartia	253	0.00%
Shamit Bhartia	6,561	0.04%
Aasthi Bhartia	99	0.00%
Arun Shanker Bhartia	99	0.00%
Shyam Sunder Bharia	72,825	0.48%
Jaytee Private Limited	380	0.00%
Jubilant Infrastructure Limited	50,000	0.33%
Vam Holdings Limited	284,070	1.89%
HSSS Investment Holding Private Limited	7,164,048	47.55%
KBHB Investment Holding Private Limited	1,736,415	11.53%
SSBPB Investment Holding Private Limited	1,651,879	10.96%
Jubilant Consumer Private Limited	278,522	1.85%



Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

		(₹ in million)				
		As at 01 July 2022				
<b>12 (a). Other equity</b>						
Security premium		1,225.42				
General reserve		238.64				
Share based payment reserve		12.09				
Retained earnings		1,333.33				
<b>Items of other comprehensive income:</b>						
Re-measurement of defined benefits obligations		0.02				
<b>Total other equity</b>		<b>2,809.50</b>				
		(₹ in million)				
		As at 01 July 2022				
		Non-current	Current			
<b>13. Provisions</b>						
Provisions for employee benefits		0.67	0.25			
<b>Total provisions</b>		<b>0.67</b>	<b>0.25</b>			
<b>14. Trade payables</b>		(₹ in million)				
<b>As at 01 July 2022:</b>		Over due				
	Not Due	Up to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Outstanding dues of micro and small</b>						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	-	-	-	-	-	-
	-	-	-	-	-	-
<b>Outstanding dues other than micro and small</b>						
(a) Disputed dues	-	-	-	-	-	-
(b) Undisputed dues	0.22	-	0.06	-	1.21	1.49
	<b>0.22</b>	-	<b>0.06</b>	-	<b>1.21</b>	<b>1.49</b>



**Jubilant Industries Limited**

**Notes to the reference balance sheet as at 01 July 2022**

		(₹ in million)
		As at 01 July 2022
<b>15.</b>	<b>Other financial liabilities</b>	
	Current	
	Other payables	3.31
	<b>Total other financial liabilities</b>	<b>3.31</b>
<b>16.</b>	<b>Other liabilities</b>	
	Current	
	Statutory dues payables	0.09
	Advance received against sale of fixed assets	116.52
	<b>Total other liabilities</b>	<b>116.61</b>



**Notes to the reference balance sheet as at 01 July 2022**

17. On September 03, 2020, the Board of Directors of the Company authorized to transfer its Plant and Machinery and Land and Building to a group company for a consideration based on an independent valuation. The Company entered into an agreement to sell its Plant and Machinery and Land and Building for a consideration of ₹133.00 million on securing the requisite approvals. Accordingly, the financial statements have been presented in accordance with the requirements of Ind AS 105 "Non-Current Assets Held for Sale and Discontinued Operations"

Disclosure pursuant to Ind AS-105 "Non-Current Assets Held for Sale and Discontinued Operations" are as under:

**a) Non-current assets held for sale:**

(₹ in million)	
Block of assets held for sale	As at 01 July 2022
Land (Freehold)	6.81
Buildings Factory	4.22
Plant & machineries	2.54
<b>Total</b>	<b>13.57</b>

18. Employee benefits in respect of the Company have been calculated as under:

**A. Defined Contribution Plans**

The Company has certain defined contribution plan such as provident fund, employee pension scheme, wherein specified percentage is contributed to them.

**B. Defined Benefits Plans**

**i. Gratuity**

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

(₹ in million)	
Particulars	As at 01 July 2022
Present value of obligation	0.52

**C. Other long term benefits (compensated absences)**

(₹ in million)	
Particulars	As at 01 July 2022
Present value of obligation at the end of the year	0.37



Notes to the reference balance sheet as at 01 July 2022

19. Fair value measurement

Particulars	Note	Level of hierarchy	As at 01 July 2022		
			FVPL	FVOCI	Amortized Cost
<b>Financial assets</b>					
Investments	(a)		-	-	3,049.98
Trade receivables	(a)		-	-	1.12
Loans	(a)		-	-	0.04
Cash and cash equivalents	(a)		-	-	6.49
Other bank balances			-	-	1.00
Other financial assets			-	-	3.00
<b>Total financial assets</b>			-	-	<b>3,061.63</b>
<b>Financial liabilities</b>					
Trade payables	(a)		-	-	1.49
Other financial liabilities	(a)		-	-	3.31
<b>Total financial liabilities</b>			-	-	<b>4.80</b>

Note:

(a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.





Notes to the reference balance sheet as at 01 July 2022

20. Financial risk management

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company, through three layers of defense namely policies and procedures, review mechanism and assurance aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Audit committee of the Board with top management oversee the formulation and implementation of the risk management policies. The risk are identified at business unit level and mitigation plan are identified, deliberated and reviewed at appropriate forums.

The Company has exposure to the following risks arising from financial instruments:

- credit risk [see(i)];
- liquidity risk [see(ii)]; and
- market risk [see(iii)].

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments.

The carrying amount of financial assets represents the maximum credit exposure.

**Trade receivables and other financial assets**

The Company has established a credit policy under which new customer is analyzed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

**Expected credit loss for trade receivables:**

Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 months (net of expected credit loss allowance), excluding receivable from group companies is ₹ Nil.

The ageing of trade receivables as on balance sheet date is given below. The age analysis has been considered from the due date.

As at 01 July 2022:

(₹ in million)

Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good	-	1.12	-	-	-	-	1.12
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	1.12	-	-	-	-	1.12
Less: Allowance for credit impaired balances	-	-	-	-	-	-	-
<b>Total</b>	-	1.12	-	-	-	-	1.12



Notes to the reference balance sheet as at 01 July 2022

*Expected credit loss on financial assets other than trade receivables:*

With regard to all financial assets with contractual cash flows, other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on Balance Sheet.

**ii. Liquidity risk**

Liquidity risk is the risk that the will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short-term and long-term liquidity requirements. Short term liquidity situation is reviewed daily by the Treasury. Longer term liquidity position is reviewed on a regular basis by the Company's Board of Directors and appropriate decisions are taken according to the situation.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

(₹ in million)

As at 01 July 2022	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Trade payables	0.00	0.00	0.00	-
Other financial liabilities	0.00	0.00	0.00	-

**iii. Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Currency risk**

Foreign currency is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has not foreign currency borrowing, foreign currency trade payable and trade receivable, therefore, no exposed to foreign currency risk.

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk because funds are not borrowed at floating rate.



Notes to the reference balance sheet as at 01 July 2022

21. Capital management

**Risk management**

The Company's objectives when managing capital are to:

- safeguarding their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

'Net Debt' (total borrowings net of cash and cash equivalents and other bank balances) divided by 'Total Equity' (as shown in the Balance sheet).

The gearing ratios were as follows:

Particulars	(₹ in million)	
	As at 01 July 2022	
Total borrowings	-	
Less: Cash and cash equivalents [Refer note 10 (a)]	6.49	
Less: Other bank balances [Refer note 10 (b)]	1.00	
Net debt	(7.49)	
Total equity [Refer note 12 & 12 (a)]	2,960.17	
<b>Gearing ratio</b>	<b>0.00</b>	

No Changes were made in the objective, policies or process for managing capital due to Composite Scheme of Arrangement.

22. Segment information

Considering the nature of Company's business & operations, there are no separate reportable segments (business and/or geographical) in accordance with the requirements of Ind AS 108 "Segment Reporting". The Chief Operational Decision Maker monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than already provided in the financial statements.



Notes to the reference balance sheet as at 01 July 2022

**23. Related party disclosures**

**1. Subsidiaries:**

Jubilant Agri And Consumer Products Limited, Jubilant Industries Inc., USA.

**2. Enterprises in which certain key management personnel are interested**

Jubilant Pharmova Limited, Jubilant Ingrevia Limited.

**3. Key management personnel (KMP)**

Mr. Manu Ahuja\* (CEO and Managing Director), Mr. Umesh Sharma (Chief Financial Officer), Mr. Abhishek Mishra (Company Secretary), Mr. Priyavrat Bhartia (Chairman), Mr. Shamit Bhartia (Director), Ms Shivpriya Nanda (Director) and Mr. Radhey Shyam Sharma (Director) and Mr. Ravinder Pal Sharma (Director).

\* He was appointed as CEO and Managing Director without remuneration w.e.f. May 10, 2018 for a period of three years and re appointed for a period of three years in the Board Meeting held on February 4, 2021 (w.e.f. May 10, 2021). He also serve and draw remuneration as CEO and Whole-time Director from Jubilant Agri and Consumer Products Limited, a wholly owned subsidiary of the Company.

**4. Other related entities**

VAM Employees Provident Fund Trust, Jubilant Bhartia Foundation.

**5. Details of related party transactions (at arm length):**

As at 01 July 2022:

(₹ in million)

Sr. No.	Particulars	Subsidiaries	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	<b>Outstanding against Advance received for sale of assets:</b> Jubilant Ingrevia Limited	-	116.52	-	-	116.52
		-	<b>116.52</b>	-	-	<b>116.52</b>
2	<b>Trade payables:</b> Jubilant Ingrevia Limited	-	0.02	-	-	0.02
		-	<b>0.02</b>	-	-	<b>0.02</b>
3	<b>Other receivables:</b> Jubilant Ingrevia Limited	-	2.92	-	-	2.92
		-	<b>2.92</b>	-	-	<b>2.92</b>
4	<b>Trade receivables:</b> Jubilant Agri and consumer Products Limited	1.12	-	-	-	1.12
		<b>1.12</b>	-	-	-	<b>1.12</b>
5	<b>Outstanding investment in Equity share capital:</b> Jubilant Agri and consumer Products Limited	3,016.28	-	-	-	3,016.28
		<b>3,016.28</b>	-	-	-	<b>3,016.28</b>
6	<b>Outstanding investment in Equity stock:</b> Jubilant Industries Inc. USA	10.75	-	-	-	10.75
		<b>10.75</b>	-	-	-	<b>10.75</b>
7	<b>Financial guarantee given on behalf of subsidiary and outstanding at the end of the year:</b> Jubilant Agri and consumer Products Limited	3,550.15	-	-	-	3550.15
		<b>3,550.15</b>	-	-	-	<b>3,550.15</b>

Note: Transactions are shown inclusive of GST, wherever applicable.



Notes to the reference balance sheet as at 01 July 2022

24. Contingent Liabilities to the extent not provided for

**A) Guarantees:**

The Company has given corporate guarantee on behalf of its wholly owned subsidiary, Jubilant Agri and Consumer Products Limited to secure financial facilities granted by banks, details for guarantees as at 01 July 2022 are as under:

- a) To Axis Bank Ltd of ₹ 1,100.00 million for working capital facility (including non fund based facility) and effective guarantee is ₹ 987.67 million.
- b) To Yes Bank Ltd of ₹ 300.00 million for working capital facility (including non fund based facility) and effective guarantee is ₹ 142.19 million.
- c) To RBL Limited of ₹ 1,000.00 million for working capital facility (including non fund based facility) and effective guarantee is ₹ 754.05 million.
- d) To RBL Limited of ₹ 1,812.50 million for term loan facility and effective guarantee is ₹ 495.00 million including interest.
- e) To IDFC First Bank Limited of ₹ 600.00 million for working capital facility (including non fund based facility) and effective guarantee is ₹ 128.73 million
- f) To HDFC Bank Limited of ₹ 1,050.00 million for working capital facility (including non fund based facility) and effective guarantee is ₹ 790.41 million.
- g) To ICICI Bank Limited of ₹ 650.00 million for working capital facility (including non fund based facility) and effective guarantee is ₹ 252.10 million.

**B) Claims against Company not acknowledged as debt:**

Claims/Demands in respect of which proceeding or appeals are pending and are not acknowledged as debts on account of:

Particulars	(₹ in million)
	As at 01 July 2022
Sales tax	15.23

25. Leases

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognized as expense ₹ Nil on a straight-line basis over the lease term.



Notes to the reference balance sheet as at 01 July 2022

**26. Employee Stock Option Scheme**

The Company has two Employee Stock Option Scheme namely,

- JIL Employee Stock Option Scheme 2013 ("Scheme 2013")
- JIL Employee Stock Option Scheme 2018 ("Scheme 2018")

**Scheme 2013:**

The Company constituted "JIL Employees Stock Option Scheme 2013 (Scheme 2013)" for employees of the Company, its subsidiaries and holding companies. Under the Scheme 2013, up to 5,90,000 stock options can be issued to eligible employees of the Company/subsidiaries/holding companies. The options are to be granted at the price as determined by the Nomination, Remuneration and Compensation Committee (Committee), in accordance with the applicable laws.

Each option, upon vesting, shall entitle the holder to subscribe 1 (one) fully paid equity share of ₹ 10 of the Company. 20% of the options shall vest on first anniversary of the grant date, subsequent 30% shall vest on second anniversary and balance 50% of the options shall vest on the third anniversary of the grant date or as may be decided by the Committee from time to time, subject to compliance with the applicable laws.

The Company has constituted a Committee, comprising of a majority of independent directors. This Committee is fully empowered to administer the Scheme 2013.

The movement in the stock option under the "Scheme 2013" during the year is set out below:

Particulars	As at 01 July 2022	
	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the end of the period	95,343	225.01

**Scheme 2018:**

The Company constituted "JIL Employees Stock Option Scheme 2018 (Scheme 2018)" for employees of the Company, its subsidiaries and holding companies. Under the Scheme 2018, up to 5,00,000 stock options can be issued to eligible employees of the Company/subsidiaries/holding companies. The options are to be granted at the price as determined by the Nomination, Remuneration and Compensation Committee (Committee), in accordance with the applicable laws.

Each option, upon vesting, shall entitle the holder to subscribe 1 (one) fully paid equity share of ₹ 10 of the Company. Options shall vest at the end of the third year from the grant date or as may be decided by the Committee from time to time, subject to compliance with the applicable laws.

The Company has constituted a Compensation Committee, comprising of a majority of independent directors. This Committee is fully empowered to administer the Scheme 2018.

The movement in the stock option under the "Scheme 2018" during the year is set out below:

Particulars	As at 01 July 2022 (Pre Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the end of the period	94,900	10.00





Notes to the reference balance sheet as at 01 July 2022

**27. Other Statutory Informations**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (iv) There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
- (v) The company does not carry any borrowing from bank for working capital, hence, the Company has not filed quarterly returns or statements for working capital limits with banks.
- (vi) There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the end of the year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.
- (vii) There is no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

The accompanying notes "1" to "27 form an integral part of this reference balance sheet.

In terms of our report of even date.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number : 003304N/N500056

Pranav Jain

Partner

Membership No. 098308

Place : Gurugram

Date : 12 August, 2022



For and on behalf of Board of Jubilant Industries Limited

Manu Ahuja  
CEO & Managing Director  
DIN: 05123127

## Schedule IV - Part B

Reference Balance Sheet of JIL as on the Appointed Date  
(pursuant to Amalgamation-1, i.e. Amalgamation of the  
Amalgamating Companies into JIL pursuant to Part B of this  
Scheme)

**Review report on unaudited Reference Balance Sheet of Jubilant Industries Limited post effectiveness of Part B of the Composite Scheme of Arrangement as on the Appointed Date, i.e. July 1, 2022**

**To the Board of Directors of Jubilant Industries Limited**

1. We have reviewed the unaudited Balance Sheet (“the Statement”) of **Jubilant Industries Limited** (“the Company”) as at July 01, 2022, post effectiveness of the Part B of the Composite Scheme of Arrangement (“Scheme”) between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (collectively, the “**Amalgamating Companies**”), Jubilant Industries Limited (“**JIL**”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. This Statement, which is the responsibility of the Company’s management, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, “Interim Financial Reporting” (“IND AS 34”), prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statements based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the aforesaid Scheme.

For **BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number: 003304N/N500056



**Pranav Jain**

Partner

Membership Number: 098308



UDIN: 22098308AOXVVK4696




Date: August 12, 2022

Place: Noida

## Jubilant Industries Limited

Reference Balance Sheet on commencement of business on 01st July, 2022 pursuant to the Composite Scheme of Arrangement (Scheme) between Jubilant Industries Limited, HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited and SSBPB Investment Holding Private Limited taking into account the effect of Part B of the Scheme

(₹ in million)

	Notes	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	0.10	0.10
Financial assets			
(i) Investments	4	3,049.98	3,049.98
(ii) Loans	5	0.03	0.03
Deferred tax assets (net)	6	0.03	0.03
Other non-current assets	7	1.35	1.35
<b>Total non-current assets</b>		<b>3,051.49</b>	<b>3,051.49</b>
<b>Current assets</b>			
Inventories	8	0.12	0.12
Financial assets			
(i) Trade receivables	9	1.12	1.12
(ii) Cash and cash equivalents	10 (a)	17.17	6.49
(iii) Other bank balances	10 (b)	1.00	1.00
(iv) Loans	5	0.01	0.01
(v) Other financial assets	11	3.00	3.00
Current tax assets (net)		0.89	0.89
Other current assets	7	4.81	4.81
<b>Total current assets</b>		<b>28.12</b>	<b>17.44</b>
Assets classified as held for sale	18	13.57	13.57
<b>Total Assets</b>		<b>3,093.18</b>	<b>3,082.50</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	150.67	150.67
Other equity	12 (a)	2,820.02	2,809.50
<b>Total equity</b>		<b>2,970.69</b>	<b>2,960.17</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions	13	0.67	0.67
<b>Total non-current liabilities</b>		<b>0.67</b>	<b>0.67</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	14	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	1.49	1.49
(ii) Other financial liabilities	15	3.31	3.31
Other current liabilities	16	116.77	116.61
Provisions	13	0.25	0.25
<b>Total current liabilities</b>		<b>121.82</b>	<b>121.66</b>
<b>Total Equity and Liabilities</b>		<b>3,093.18</b>	<b>3,082.50</b>
Corporate information and Significant accounting policies	1 & 2		
Notes to these financial statements	3 to 28		
The accompanying notes "1" to "28" form an integral part of this reference balance sheet.			
In terms of our report of even date.			
For BGJC & Associates LLP Chartered Accountants Firm Registration Number : 003304N/NS00056		For and on behalf of Board of Jubilant Industries Limited	
 <b>Pranav Jain</b> Partner Membership No. 098308		 <b>Manu Ahuja</b> CEO & Managing Director DIN: 05123127	
			
Place : Gurugram Date : 12 August, 2022			

Statement of Changes in Equity as at 01 July 2022 pursuant to Composite Scheme of Arrangement

A. Equity share capital

	(₹ in million)
Balance as at 01 July 2022 (Pre Scheme)	150.67
Change in equity share capital [Refer note 17 (b) & ( e)]	-
Balance as at 01 July 2022 (Post Scheme)	150.67

B. Other Equity

	(₹ in million)						
	Security premium	Capital reserve	General reserve	Share based payment reserve*	Retained earnings	Items of other Comprehensive Income Remeasurement of defined benefits obligations	Total
As at 01 July 2022 (Pre Scheme)	1,225.42	-	238.64	12.09	1,333.33	0.02	2,809.50
Amount transferred pursuant to Composite Scheme of Arrangement [Refer note 17 (d)]	-	48.85	(38.33)	-	-	-	10.52
As at 01 July 2022 (Post Scheme)	1,225.42	48.85	200.31	12.09	1,333.33	0.02	2,820.02

\* Refer note 27.

Notes:

• **Security premium**

The unutilized accumulated excess of issue price over face value on issue of shares. This is utilized in accordance with the provision of the Act.

• **Capital reserve**

The accumulated surplus is not available for distribution of dividend and expected to remain invested permanently.

• **General reserve**

This represents appropriation of profit by the Company and is available for distribution of dividend.

• **Share based payment reserve**

The fair value of the equity settled share based payment transactions with employees is recognized in Statement of Profit and Loss with corresponding credit to Share based payment reserve. Further, equity settled share based payment transaction with employees of subsidiary is recognized in investment of subsidiaries with corresponding credit to Share based payment reserve. Balance of a share based payment reserve is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee.

• **Remeasurement of defined benefit obligation**

Re-measurement of defined benefits obligation comprises actuarial gains and losses and return on plan assets.

The accompanying notes "1" to "28" form an integral part of this reference balance sheet.

In terms of our report of even date.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number : 003304N/N500056

Pranav Jain  
Partner  
Membership No. 098308



Place: Gurugram  
Date: 22 August, 2022

For and on behalf of Board of Jubilant Industries Limited

Minu Ahuja  
CEO & Managing Director  
DIN:05123127

**Notes to the reference balance sheet as at 01 July 2022**

**1. Corporate Information**

Jubilant industries Limited (“the Company” or the “Parent Company”) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company had been engaged in the business of manufacturing of Indian-made foreign liquor. Its shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The registered office of the Company is situated at Bhartiagram, Gajraula District Amroha-244 223.

**2. Significant accounting policies**

This note provides significant accounting policies adopted and applied in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**(a) Basis of preparation**

**(i) Statement of compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 (“the Act”) and other relevant provisions of the Act. The financial statements of the Company are presented in Indian Rupee and all values are rounded to the nearest million, except per share data and unless stated otherwise.

**(ii) Purpose of preparation**

These accounts have been prepared taking into account the effect of Part B of the proposed Composite Scheme of Arrangement, approved by the Board on 12<sup>th</sup> August, 2022.

**(iii) Historical cost convention**

The financial statements have been prepared on a historical cost convention on accrual basis except for the following material items those have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans and other long-term employee benefits; and
- Share-based payment transactions;

**(b) Current versus non-current classification**

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.—

The Company classifies all other assets as non-current.





**Notes to the reference balance sheet as at 01 July 2022**

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

**(c) Property, plant and equipment (PPE) and intangible assets**

**(i) Property, plant and equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost, which includes capitalized finance costs, less accumulated depreciation and any accumulated impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the items. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Expenditure incurred on start-up and commissioning of the project and/ or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as the appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Advances paid towards acquisition of property, plant and equipment outstanding at each Balance Sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress:

**(ii) Intangible assets**

Intangible assets that are acquired (including implementation of software system) and in process research and development are measured initially at cost.

After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it related.

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.



**Notes to the reference balance sheet as at 01 July 2022**

**(iii) Depreciation and amortisation methods, estimated useful lives and residual value**

Depreciation is provided on straight line basis on the original cost/ acquisition cost of assets or other amounts substituted for cost of fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act, read with notification dated 29 August, 2014 of the Ministry of Corporate Affairs, except for the following classes of fixed assets which are depreciated based on the internal technical assessment of the management as under:

Category of assets	Management estimate of useful life	Useful life as per Schedule II
Employee perquisite related assets (included in office equipment)	5 years, being the period of perquisite scheme	10
Computers covered under perquisite scheme	5 years, being the period of perquisite scheme	3

Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the date/month of addition/ disposal.

Software systems are being amortised over a period of five years or its useful life whichever is shorter.

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted, if appropriate.

**(iv) De-recognition**

A property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

**(d) Discontinued operations and non-current assets held for sale**

Discontinued operation is a component of the Company that has been disposed of or classified as held for sale and represents a major line of business.

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Statement of Profit and Loss.

Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

**(e) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. The Company's non-financial assets other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.



**Notes to the reference balance sheet as at 01 July 2022**

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs) represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

**(f) Financial instrument**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

***Financial assets***

***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date the Company commits to purchase or sale the asset.

***Subsequent measurement***

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debts instruments, derivatives and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

***Debt instruments at amortised cost***

A "debt instrument" is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specific dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking in to account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR



## Notes to the reference balance sheet as at 01 July 2022

amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

### ***Debt instrument at FVOCI***

A 'debt instrument' is classified as at the FVOCI in both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included with in the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

### ***Debt instrument at FVPL***

FVPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### ***Equity investments***

For the purpose of subsequent measurement, equity instruments are classified in two categories:

- Equity instruments at fair value through profit or loss (FVPL)
- Equity instruments at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### ***Investments in subsidiaries***

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any except in case of investment in preference shares (debt instrument) which is carried in accordance with Ind AS 109 "Financial instruments".



**Notes to the reference balance sheet as at 01 July 2022**

***Impairment of Financial assets***

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal), that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

***De-recognition***

A financial asset (or, where applicable, a part of a financial asset or part of Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and do what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

***Financial liabilities***

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Statement of Profit and Loss.

***De-recognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statements of Profit and Loss.





**Notes to the reference balance sheet as at 01 July 2022**

**(g) Inventories**

Inventories are valued at lower of cost and net realizable value except scrap, which is valued at net estimated realizable value.

The methods of determining cost of various categories of inventories are as follows:

Raw materials	Weighted average method
Work-in-progress and finished goods (manufactured)	Variable cost at weighted average including an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities
Finished goods (traded)	Cost of purchases
Stores & spares	Weighted average method
Fuel and Packing materials etc	Weighted average method
Goods-in-transit	Cost of purchases

Cost includes all direct costs, cost of conversion and appropriate portion of variable and fixed production overheads and such other costs incurred as to bring the inventory to its present location and condition inclusive of excise duty/any other tax wherever applicable.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion/ reprocessing and the estimated cost necessary to make the sale.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished products. Raw materials and other supplies held for use in the production of finished goods are not written down below cost except in cases where material prices have declined and it's estimated that the cost of finished goods will exceed their net realizable value.

**(h) Cash and cash equivalents**

Cash and cash equivalents comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**(i) Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the future cash flows at a pre-tax rate that effects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**(j) Contingent assets, liabilities and commitments**





**Notes to the reference balance sheet as at 01 July 2022**

Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continuously and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognized in the period in which the change occurs.

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows: (i) estimated amount of contracts remaining to be executed on capital account and not provided for; (ii) uncalled liability on shares and other investments partly paid; (iii) funding related commitment to subsidiary, associate and joint venture companies; and (iv) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management. Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

**(k) Revenue recognition**

The company's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of company's performance obligation occur at the same time.

Revenue from sale of products is recognised when the property in the goods or all significant risks and rewards of ownership of the products have been transferred to the buyer, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products as well as regarding its collection.

Revenue includes only those sales for which the Company has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. Any sales for which Company has acted as an agent without assuming the risks and rewards of ownership have been reported on a net basis.

In case of revenue arrangements with tie up units, the company has concluded that it is acting as an agent in all such revenue arrangements since the company is not the primary obligor in all such revenue arrangements and has no pricing latitude and is not exposed to inventory and credit risks. Company earns fixed fee for such sales which is recognised as service income.

Sale of utility is recognized on delivery of the same to the purchaser and when no significant uncertainty exists as to its realization.

**Other income recognition:**

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognized on time proportionate basis. Other non-operating revenue is recognised in accordance with terms of underlying asset.

**(l) Employee benefits**

(i) **Short-term employee benefits:** All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

(ii) **Post-employment benefits:** Post employment benefit plans are classified into defined benefits plans and defined contribution plans as under:



**Notes to the reference balance sheet as at 01 July 2022**

**a) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of gratuity is recognized in the books of accounts based on actuarial valuation by an independent actuary.

**b) Superannuation**

Certain employees of the Company are also participants in the superannuation plan ('the Plan'), a defined contribution plan. Contribution made by the Company to the Plan during the year is charged to Statement of Profit and Loss.

**c) Provident Fund**

(i) The Company makes contributions to the recognized provident fund – "VAM EMPLOYEES PROVIDENT FUND TRUST" (a multiemployer trust) for most of its employees in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

For other employees in India, provident fund is deposited with Regional Provident Fund Commissioner. This is treated as defined contribution plan.

(ii) Company's contribution to the provident fund is charged to Statement of Profit and Loss.

**(iii) Other long-term employee benefits:**

**Compensated absences**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of other long-term employee benefits is recognized in the books of accounts based on actuarial valuation using projected unit credit method as at Balance Sheet date by and independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

**Actuarial Valuation**

The liability in respect of all defined benefit plans is accrued in the books of accounts on the basis of actuarial valuation carried out by an independent actuary using the Project Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employees benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for



**Notes to the reference balance sheet as at 01 July 2022**

determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligation.

Re-measurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in the Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the Statement of Profit and Loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

**(m) Share based payments**

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Company is recognized as an employee expense, and those granted to employees of subsidiaries is considered as the Company's equity contribution and is added to the carrying value of investment in the respective subsidiaries, with a corresponding increase in share based payment reserve. The expense is recorded for separately each vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "share based payment reserve". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Model). Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures materially differ from those estimates.

**(n) Finance costs**

Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Finance cost also includes exchange differences to the extent regarded as an adjustment to the finance costs. Finance costs that are directly attributable to the construction or production or development of a qualifying asset are capitalized as part of the cost of that asset. Qualifying assets are assets that are necessarily take a substantial period of time to get ready for their intended use or sale. All other finance costs are expensed in the period in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the finance costs eligible for capitalization.



**Notes to the reference balance sheet as at 01 July 2022**

Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

**(o) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

• **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantially enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

• **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting not taxable profit or loss at the time of the transaction;
- temporary differences related to freehold land and investment in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets (DTA) include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.



**Notes to the reference balance sheet as at 01 July 2022**

Deferred tax assets and liabilities are offset only if there is legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

Deferred income tax is not provided on the undistributed earnings of the subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

**(p) Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

**Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

**Lease Liability**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

**Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.



**Notes to the reference balance sheet as at 01 July 2022**

**(q) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The CEO and Managing Director of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly identified as the chief operating decision maker. Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as “un-allocable revenue/ expenses/ assets/ liabilities”, as the case may be.

**(r) Foreign currency translation**

**(i) Functional and presentation currency**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupee.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at Balance Sheet date exchange rate are generally recognised in Statement of Profit and Loss.

**(s) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply all attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(t) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share, is calculated by dividing:

- o the profit attributable to owners of the Company
- o by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**(ii) Diluted earnings per share**

Diluted earnings per share, adjusts the figures used in the determination of basic earnings per share to take into account:

- o The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and





**Notes to the reference balance sheet as at 01 July 2022**

- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(u) Measurement of fair values**

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different level in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability, those are not based on observable market data (unobservable data).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations met the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair values of an asset or a liability, the Company uses observable market data as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

**(v) Critical estimates and judgements**

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes.

- Estimated impairment of financial assets and non-financial assets- Note 2(e) and 2(f).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(c).
- Estimation of assets and obligations relating to employee benefits- Note 19.
- Share-based payments- Note 27.



**Notes to the reference balance sheet as at 01 July 2022**

- Valuation of inventories- Note 2(g).
- Recognition of revenue and related accruals- Note 2(k).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 25.
- Lease classification- Note 26.
- Fair value measurements- Note 2(u).



**Jubilant Industries Limited**

Notes to the reference balance sheet as at 01 July 2022

3. Property, plant and equipment

Description	GROSS BLOCK-COST/BOOK VALUE		DEPRECIATION / AMORTISATION		NET BLOCK	
	Total As at 01 July 2022 (Pre Scheme)	Additions/ adjustments pursuant to Scheme	Total As at 01 July 2022 (Pre Scheme)	Additions/ adjustments pursuant to Scheme	Total As at 01 July 2022 (Post Scheme)	Total As at 01 July 2022 (Pre Scheme)
Furniture & fixtures	0.02	-	0.02	-	0.02	0.02
Office equipments	0.23	-	0.23	-	0.08	0.08
<b>TOTAL</b>	<b>0.25</b>	<b>-</b>	<b>0.25</b>	<b>-</b>	<b>0.10</b>	<b>0.10</b>

Note:

- 3.1 Assets classified as held for sale (Refer note 18).
- 3.2 Property, plant and equipment of the Company are charged in favour of bankers for term loan availed by Jubilant Agri and Consumer Products Limited, its wholly owned subsidiary company.



Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

		(₹ in million)	
		As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>4. Non-current investments</b>			
<b>I. Investment in equity shares (at cost)</b>			
Unquoted investments (fully paid up)			
Subsidiary companies:			
200 (Previous Year: 200) equity shares with no par value			
Jubilant Industries Inc. USA		10.75	10.75
56,08,552 (Previous Year: 56,08,552) equity shares of ₹ 10 each			
Jubilant Agri and Consumer Products Limited		3,016.28	3,016.28
Investment in equity shares of Jubilant Industries Limited			
<b>II. Deemed capital investment</b>			
Capital contribution towards ESOP		22.95	22.95
<b>Total non-current investments</b>		<b>3,049.98</b>	<b>3,049.98</b>
<b>4.1 Additional information</b>			
		(₹ in million)	
		As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
Aggregate amount of quoted investments		-	-
Market value of quoted investments		-	-
Aggregate amount of unquoted investments		3,049.98	3,049.98
Aggregate provision for diminution in value of investments		-	-
		(₹ in million)	
		As at 01 July 2022 (Post Scheme)	
		As at 01 July 2022 (Pre Scheme)	
		Non-current	Current
		Non-current	Current
<b>5. Loans</b>			
Loan receivable considered good - Unsecured:			
Loan receivable considered good - Unsecured:			
- Loan to employees		0.03	0.01
		0.03	0.01
<b>Total loans</b>		<b>0.03</b>	<b>0.01</b>
<b>6. Deferred tax</b>			
Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred income tax are as follows:			
<i>Deferred tax assets:</i>			
		(₹ in million)	
<b>Particulars</b>		<b>Others (Re-measurement of employee benefits)</b>	<b>Total</b>
<b>As at 01 July 2022 Pre Scheme</b>		<b>0.03</b>	<b>0.03</b>
Change pursuant to Composite Scheme of Arrangement		-	-
		-	-
<b>As at 01 July 2022 Post Scheme</b>		<b>0.03</b>	<b>0.03</b>



Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

(₹ in million)				
	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)	
	Non-current	Current	Non-current	Current
<b>7. Other assets</b>				
Advance to suppliers	-	0.09	-	0.09
Security deposits	1.35	-	1.35	-
Prepaid expenses	-	0.09	-	0.09
Recoverable from/balance with government authorities	-	4.63	-	4.63
<b>Total other assets</b>	<b>1.35</b>	<b>4.81</b>	<b>1.35</b>	<b>4.81</b>
(₹ in million)				
			As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>8. Inventories</b>				
Fuel and packing materials			0.12	0.12
<b>Total inventories</b>			<b>0.12</b>	<b>0.12</b>
Note: For valuation of inventories refer note 2 (g).				
(₹ in million)				
			As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>9. Trade receivables (Current)</b>				
Trade receivable considered good - Unsecured			1.12	1.12
<b>Total receivables</b>			<b>1.12</b>	<b>1.12</b>
<b>9.1</b> Refer note 21 for ageing of trade receivables.				
<b>10(a). Cash and cash equivalents</b>				
Balance With Banks				
- On current accounts			7.15	6.48
- On fixed deposits			10.00	-
Cash on hand			0.02	0.01
<b>Total cash and cash equivalents</b>			<b>17.17</b>	<b>6.49</b>
<b>10(b). Other bank balances</b>				
Margin money with bank (1)			1.00	1.00
<b>Total other bank balances</b>			<b>1.00</b>	<b>1.00</b>
(1) For bank guarantees in favour of government authorities				
(₹ in million)				
			As at 30 June 2022	As at 31 March 2022
<b>11. Other financial assets (Current)</b>				
Interest receivable			0.08	0.08
Recoverable from related parties (Refer note 24)			2.92	2.92
<b>Total other financial assets</b>			<b>3.00</b>	<b>3.00</b>
(₹ in million)				
			As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>12. Equity share capital</b>				
Authorized				
Post Scheme: 685,300,000 (Pre Scheme: 18,100,000) equity shares of ₹ 10 each (Refer note 17 (c))			685.30	181.00
			<b>685.30</b>	<b>181.00</b>
Issued, subscribed and paid-up				
Post Scheme: 15,067,101 (Pre Scheme: 15,067,101) equity shares of ₹ 10 each			150.67	150.67
<b>Total equity share capital</b>			<b>150.67</b>	<b>150.67</b>



Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

	(₹ in million)	
	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>12 (a). Other equity</b>		
Capital reserve [Refer note 17 (d)]	48.85	-
Security premium	1,225.42	1,225.42
General reserve [Refer note 17 (d)]	200.31	238.64
Share based payment reserve	12.09	12.09
Retained earnings	1,333.33	1,333.33
Items of other comprehensive income:		
Re-measurement of defined benefits obligations	0.02	0.02
<b>Total other equity</b>	<b>2,820.02</b>	<b>2,809.50</b>

	(₹ in million)			
	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)	
	Non-current	Current	Non-current	Current
<b>13. Provisions</b>				
Provisions for employee benefits	0.67	0.25	0.67	0.25
<b>Total provisions</b>	<b>0.67</b>	<b>0.25</b>	<b>0.67</b>	<b>0.25</b>

(₹ in million)						
As at 01 July 2022 (Post Scheme):	Not Due	Over due				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
<b>Outstanding dues of micro and small</b>						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	-	-	-	-	-	-
<b>Outstanding dues other than micro and small</b>						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	0.22	-	0.06	-	1.21	1.49
	<b>0.22</b>	-	<b>0.06</b>	-	<b>1.21</b>	<b>1.49</b>
(₹ in million)						
As at 01 July 2022 (Pre Scheme):	Not Due	Over due				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
<b>Outstanding dues of micro and small</b>						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	-	-	-	-	-	-
<b>Outstanding dues other than micro and small</b>						
(a) Disputed dues	-	-	-	-	-	-
(b) Undisputed dues	0.22	-	0.06	-	1.21	1.49
	<b>0.22</b>	-	<b>0.06</b>	-	<b>1.21</b>	<b>1.49</b>





**Jubilant Industries Limited**

**Notes to the reference balance sheet as at 01 July 2022**

12.1 Movement in equity share capital:

	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)	
	No. of shares	₹ in million	No. of shares	₹ in million
As a 01 July 2022 (Pre Scheme)	15,067,101	150.67	15,067,101	150.67
Change pursuant to the Composite Scheme of Arrangement [Refer note 17(b) & (e)]	-	-	-	-
<b>As a 01 July 2022 (Post Scheme)</b>	<b>15,067,101</b>	<b>150.67</b>	<b>15,067,101</b>	<b>150.67</b>

12.2 The Company has only one class of shares referred to as equity shares having par value of ₹ 10 each. Holder of each equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12.3 Details of shareholders holding more than 5% of the aggregate shares in the Company:

	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)	
	No. of shares	% held	No. of shares	% held
HSSS Investment Holding Private Limited [Refer note 17 (b) & (e)]	-	-	7,164,048	47.55
KBHB Investment Holding Private Limited [Refer note 17 (b) & (e)]	-	-	1,736,415	11.52
SSBPB Investment Holding Private Limited [Refer note 17 (b) & (e)]	-	-	1,651,879	10.96
HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust) [Refer note 17 (b) & (e)]	5,318,439	35.30	-	-
SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Shyam Sunder Bhartia Family Trust) [Refer note 17 (b) & (e)]	5,233,903	34.74	-	-

12.4 Information regarding issue of shares in the last five years

- The Company has not issued any bonus shares.
- The Company has not undertaken any buy-back of shares.

12.5 Disclosure of Shareholding of Promoters

	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)		% Change
	No. of shares	% held	No. of shares	% held	
Kavita Bhartia	613	0.00%	613	0.00%	-
Hari Shankar Bhartia	20,873	0.14%	20,873	0.14%	-
Priyavrat Bhartia	253	0.00%	253	0.00%	-
Shamit Bhartia	6,561	0.04%	6,561	0.04%	-
Aasthi Bhartia	99	0.00%	99	0.00%	-
Ariun Shanker Bhartia	99	0.00%	99	0.00%	-
Shyam Sunder Bharia	72,825	0.48%	72,825	0.48%	-
Jaytee Private Limited	380	0.00%	380	0.00%	-
Jubilant Infrastructure Limited	50,000	0.33%	50,000	0.33%	-
Vam Holdings Limited	284,070	1.89%	284,070	1.89%	-
HSSS Investment Holding Private Limited [Refer note 17 (b) & (e)]	-	-	7,164,048	47.55%	-47.55%
KBHB Investment Holding Private Limited [Refer note 17 (b) & (e)]	-	-	1,736,415	11.53%	-11.53%
SSBPB Investment Holding Private Limited [Refer note 17 (b) & (e)]	-	-	1,651,879	10.96%	-10.96%
HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust) [Refer note 17 (b) & (e)]	5,318,439	35.30%	-	-	35.30%
SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Shyam Sunder Bhartia Family Trust) [Refer note 17 (b) & (e)]	5,233,903	34.74%	-	-	34.74%
Jubilant Consumer Private Limited	278,522	1.85%	278,522	1.85%	-



**Jubilant Industries Limited**

**Notes to the reference balance sheet as at 01 July 2022**

	₹ in million	
	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
<b>15. Other financial liabilities</b>		
<b>Current</b>		
Other payables	3.31	3.31
<b>Total other financial liabilities</b>	<b>3.31</b>	<b>3.31</b>
<b>16. Other liabilities</b>		
<b>Current</b>		
Statutory dues payables	0.25	0.09
Advance received against sale of fixed assets	116.52	116.52
<b>Total other liabilities</b>	<b>116.77</b>	<b>116.61</b>



Notes to the reference balance sheet as at 01 July 2022

17. Composite Scheme of Arrangement

(a) These accounts have been prepared taking into account the effect of Part B of the proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12th August 2022 between the following companies:

- HSSS Investment Holding Private Limited (Amalgamating Company-1),
- KBHB Investment Holding Private Limited (Amalgamating Company-2),
- SSBPB Investment Holding Private Limited (Amalgamating Company-3),
- Jubilant Industries Limited (JIL) is the holding company of the Amalgamated company namely, Jubilant Agri and Consumer Products Limited (JACPL), and
- Jubilant Agri and Consumer Products Limited (JACPL) (Amalgamated Company), a wholly owned subsidiary of JIL.

(b) Pursuant to the Composite Scheme the Amalgamating companies would merge with the Company from the appointed date i.e. July 01, 2022.

Amalgamating companies were forming part of the promoter group of the Company, which holding 10,552,342 equity shares in the Company constituting 70.04% of the Company's paid-up equity share capital. Consequent upon amalgamation of Amalgamating companies with the Company, shareholders of the amalgamating companies, directly will hold shares of the Company in the same proportion as they held through the erstwhile amalgamating companies.

(c) Upon the scheme becoming effective, the authorized share capital of the Company shall automatically stand enhanced by the authorized share capital of the amalgamating companies.

(d) Assets acquired and liabilities assumed

		(₹ in million)
Particulars		Amount
<b>Assets</b>		
Cash and cash equivalents	A	10.68
<b>Liabilities</b>		
Other current liabilities	B	0.16
<b>Equity</b>		
General reserve*	C	(38.33)
Capital reserve (Balancing figure)	(A-B-C)	48.85

\* Retained earnings (accumulated losses) of the amalgamating companies is adjusted with General reserve of the Company.

(e) Pursuant to the scheme, 10,552,342 fully paid up equity shares of the face value of ₹ 10.00 each credited as fully paid up in the share capital of the Company to the members of amalgamating companies in the ratio of their equity shareholding in amalgamating companies. There is no change in the promoter shareholding of the Company, pursuant to the scheme. The promoter continues to hold the same percentage of shares in the Company, pre and immediately post the amalgamation of amalgamating companies.

(f) Pursuant to Part C of the Scheme, upon the effective date and with effect from the appointed date, JIL shall stand amalgamated in Jubilant Agri and Consumer Products Limited (Amalgamated Company), its wholly owned subsidiary. In so far as the amalgamation of JIL into the Amalgamated Company is concerned, upon the effective date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled, and simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot equity shares, such that for every 1 (One) fully paid up equity share of ₹ 10/- each of JIL held by the equity shareholders of JIL as on the Record Date, 1 (One) equity Share shall be issued and allotted by the Amalgamated Company.

The equity shares issued by the Amalgamated Company, subject to approval/exemption from SEBI, be listed and/or admitted to trading on the stock exchanges where the equity shares of JIL are listed and/or admitted to trading.

(g) The above have been accounted for, in compliance with Ind AS 103 "Business Combination".



Notes to the reference balance sheet as at 01 July 2022

18. On September 03, 2020, the Board of Directors of the Company authorized to transfer its Plant and Machinery and Land and Building to a group company for a consideration based on an independent valuation. The Company entered into an agreement to sell its Plant and Machinery and Land and Building for a consideration of ₹133.00 million on securing the requisite approvals. Accordingly, the financial statements have been presented in accordance with the requirements of Ind AS 105 "Non-Current Assets Held for Sale and Discontinued Operations"

Disclosure pursuant to Ind AS-105 "Non-Current Assets Held for Sale and Discontinued Operations" are as under:

a) Non-current assets held for sale:

(₹ in million)		
Block of assets held for sale	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
Land (Freehold)	6.81	6.81
Buildings Factory	4.22	4.22
Plant & machineries	2.54	2.54
<b>Total</b>	<b>13.57</b>	<b>13.57</b>

19. Employee benefits in respect of the Company have been calculated as under:

A. Defined Contribution Plans

The Company has certain defined contribution plan such as provident fund, employee pension scheme, wherein specified percentage is contributed to them.

B. Defined Benefits Plans

i. Gratuity

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

(₹ in million)		
Particulars	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
Present value of obligation	0.52	0.52

C. Other long term benefits (compensated absences)

(₹ in million)		
Particulars	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
Present value of obligation at the end of the year	0.37	0.37



Notes to the reference balance sheet as at 01 July 2022

20. Fair value measurement

Particulars	Note	Level of hierarchy	₹ in million)					
			As at 01 July 2022 (Post Scheme)			As at 01 July 2022 (Pre Scheme)		
			FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost
<b>Financial assets</b>								
Investments	(a)		-	-	3,049.98	-	-	3,049.98
Trade receivables	(a)		-	-	1.12	-	-	1.12
Loans	(a)		-	-	0.04	-	-	0.04
Cash and cash equivalents	(a)		-	-	17.17	-	-	6.49
Other bank balances			-	-	1.00	-	-	1.00
Other financial assets	(a)		-	-	3.00	-	-	3.00
<b>Total financial assets</b>			-	-	<b>3,072.31</b>	-	-	<b>3,061.63</b>
<b>Financial liabilities</b>								
Trade payables	(a)		-	-	1.49	-	-	1.49
Other financial liabilities	(a)		-	-	3.31	-	-	3.31
<b>Total financial liabilities</b>			-	-	<b>4.80</b>	-	-	<b>4.80</b>

Note:

(a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.





Notes to the reference balance sheet as at 01 July 2022

21. Financial risk management

*Risk management framework*

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company, through three layers of defense namely policies and procedures, review mechanism and assurance aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Audit committee of the Board with top management oversee the formulation and implementation of the risk management policies. The risk are identified at business unit level and mitigation plan are identified, deliberated and reviewed at appropriate forums.

The Company has exposure to the following risks arising from financial instruments:

- credit risk [see(i)];
- liquidity risk [see(ii)]; and
- market risk [see(iii)].

*i. Credit risk*

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments.

The carrying amount of financial assets represents the maximum credit exposure.

**Trade receivables and other financial assets**

The Company has established a credit policy under which new customer is analyzed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

*Expected credit loss for trade receivables:*

Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 months (net of expected credit loss allowance), excluding receivable from group companies is ₹ Nil (Pre Scheme: ₹ Nil).

The ageing of trade receivables as on balance sheet date is given below. The age analysis has been considered from the due date.

As at 01 July 2022 (Post Scheme):

(₹ in million)

Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good	-	1.12	-	-	-	-	1.12
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	1.12	-	-	-	-	1.12
Less: Allowance for credit impaired balances	-	-	-	-	-	-	-
<b>Total</b>	-	1.12	-	-	-	-	1.12





Notes to the reference balance sheet as at 01 July 2022

As at 01 July 2022 (Pre Scheme):							(₹ in million)
Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good	-	1.12	-	-	-	-	1.12
Which have significant increase in Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	1.12	-	-	-	-	1.12
Less: Allowance for credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	1.12	-	-	-	-	1.12

*Expected credit loss on financial assets other than trade receivables:*

With regard to all financial assets with contractual cash flows, other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for excepted loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on Balance Sheet.

**ii. Liquidity risk**

Liquidity risk is the risk that the will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short-term and long-term liquidity requirements. Short term liquidity situation is reviewed daily by the Treasury. Longer term liquidity position is reviewed on a regular basis by the Company's Board of Directors and appropriate decisions are taken according to the situation.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

As at 01 July 2022 (Post Scheme)	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Trade payables	1.49	1.49	1.49	-
Other financial liabilities	3.31	3.31	3.31	-

As at 01 July 2022 (Pre Scheme)	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Trade payables	1.49	1.49	1.49	-
Other financial liabilities	3.31	3.31	3.31	-

**iii. Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Currency risk**

Foreign currency is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has not foreign currency borrowing, foreign currency trade payable and trade receivable, therefore, no exposed to foreign currency risk.

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk because funds are not borrowed at floating rate.



## Notes to the reference balance sheet as at 01 July 2022

**22. Capital management****Risk management**

The Company's objectives when managing capital are to:

- safeguarding their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

'Net Debt' (total borrowings net of cash and cash equivalents and other bank balances) divided by 'Total Equity' (as shown in the Balance sheet).

The gearing ratios were as follows:

Particulars	(₹ in million)	
	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
Total borrowings	-	-
Less: Cash and cash equivalents [Refer note 10 (a)]	17.17	6.49
Less: Other bank balances [Refer note 10 (b)]	1.00	1.00
Net debt	(18.17)	(7.49)
Total equity [Refer note 12 & 12 (a)]	2,970.69	2,960.17
<b>Gearing ratio</b>	<b>0.00</b>	<b>0.00</b>

No Changes were made in the objective, policies or process for managing capital due to Composite Scheme of Arrangement.

**23. Segment information**

Considering the nature of Company's business & operations, there are no separate reportable segments (business and/or geographical) in accordance with the requirements of Ind AS 108 "Segment Reporting". The Chief Operational Decision Maker monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than already provided in the financial statements.



Notes to the reference balance sheet as at 01 July 2022

24. Related party disclosures

1. Subsidiaries:

Jubilant Agri And Consumer Products Limited, Jubilant Industries Inc., USA.

2. Enterprises in which certain key management personnel are interested

Jubilant Pharmova Limited, Jubilant Ingrevia Limited.

3. Key management personnel (KMP)

Mr. Manu Ahuja\* (CEO and Managing Director), Mr. Umesh Sharma (Chief Financial Officer), Mr. Abhishek Mishra (Company Secretary), Mr. Priyavrat Bhartia (Chairman), Mr. Shomit Bhartia (Director), Ms Shivpriya Nanda (Director) and Mr. Radhey Shyam Sharma (Director) and Mr. Ravinder Pal Sharma (Director).

\* He was appointed as CEO and Managing Director without remuneration w.e.f. May 10, 2018 for a period of three years and re appointed for a period of three years in the Board Meeting held on February 4, 2021 (w.e.f. May 10, 2021). He also serve and draw remuneration as CEO and Whole-time Director from Jubilant Agri and Consumer Products Limited, a wholly owned subsidiary of the Company.

4. Other related entities

VAM Employees Provident Fund Trust, Jubilant Bhartia Foundation.

5. Details of related party transactions (at arm length):

As at 01 July 2022 (Post Scheme):

(₹ in million)

Sr. No.	Particulars	Subsidiaries	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	Outstanding against Advance received for sale of assets: Jubilant Ingrevia Limited	-	116.52	-	-	116.52
		-	116.52	-	-	116.52
2	Trade payables: Jubilant Ingrevia Limited	-	0.02	-	-	0.02
		-	0.02	-	-	0.02
3	Other receivables: Jubilant Ingrevia Limited	-	2.92	-	-	2.92
		-	2.92	-	-	2.92
4	Trade receivables: Jubilant Agri and consumer Products Limited	1.12	-	-	-	1.12
		1.12	-	-	-	1.12
5	Outstanding investment in Equity share capital: Jubilant Agri and consumer Products Limited	3,016.28	-	-	-	3,016.28
		3,016.28	-	-	-	3,016.28
6	Outstanding investment in Equity stock: Jubilant Industries Inc. USA	10.75	-	-	-	10.75
		10.75	-	-	-	10.75
7	Financial guarantee given on behalf of subsidiary and outstanding at the end of the year: Jubilant Agri and consumer Products Limited	3,550.15	-	-	-	3550.15
		3,550.15	-	-	-	3,550.15



Jubilant Industries Limited

Notes to the reference balance sheet as at 01 July 2022

As at 01 July 2022 (Pre Scheme):

(₹ in million)

Sr. No.	Particulars	Subsidiaries	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	<b>Advance received against sale of assets</b>					
	Jubilant Ingrevia Limited	-	116.52	-	-	116.52
			<b>116.52</b>			<b>116.52</b>
2	<b>Trade payables:</b>					
	Jubilant Pharmova Limited	-	0.02	-	-	0.02
			<b>0.02</b>			<b>0.02</b>
3	<b>Other receivables:</b>					
	Jubilant Pharmova Limited	-	2.92	-	-	2.92
			<b>2.92</b>			<b>2.92</b>
4	<b>Trade receivables:</b>					
	Jubilant Agri and consumer Products Limited	1.12	-	-	-	1.12
		<b>1.12</b>				<b>1.12</b>
5	<b>Outstanding investment in Equity share capital:</b>					
	Jubilant Agri and consumer Products Limited	3,016.28	-	-	-	3,016.28
		<b>3,016.28</b>				<b>3,016.28</b>
6	<b>Outstanding investment in Equity stock:</b>					
	Jubilant Industries Inc. USA	10.75	-	-	-	10.75
		<b>10.75</b>				<b>10.75</b>
7	<b>Financial guarantee given on behalf of subsidiary and outstanding at the end of the year:</b>					
	Jubilant Agri and consumer Products Limited	3,550.15	-	-	-	3,550.15
		<b>3,550.15</b>				<b>3,550.15</b>

Note: Transactions are shown inclusive of GST, wherever applicable.



Notes to the reference balance sheet as at 01 July 2022

25. Contingent Liabilities to the extent not provided for

**A) Guarantees:**

The Company has given corporate guarantee on behalf of its wholly owned subsidiary, Jubilant Agri and Consumer Products Limited to secure financial facilities granted by banks, details for guarantees as at 01 July 2022 are as under:

- a) To Axis Bank Ltd of ₹ 1,100.00 million (Pre Scheme: ₹ 1,100.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 987.67 million (Pre Scheme: ₹ 987.67 million).
- b) To Yes Bank Ltd of ₹ 300.00 million (Pre Scheme: ₹ 300.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 142.19 million (Pre Scheme: ₹ 142.19 million).
- c) To RBL Limited of ₹ 1,000.00 million (Pre Scheme: ₹ 1,000.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 754.05 million (Pre Scheme: ₹ 754.05 million).
- d) To RBL Limited of ₹ 1,812.50 million (Pre Scheme: ₹ 1,812.50 million) for term loan facility and effective guarantee is ₹ 495.00 million including interest (Pre Scheme: ₹ 495.00 million).
- e) To IDFC First Bank Limited of ₹ 600.00 million (Pre Scheme: ₹ 600.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 128.73 million (Pre Scheme: ₹ 128.73 million).
- f) To HDFC Bank Limited of ₹ 1,050.00 million (Pre Scheme: ₹ 1,050.00) for working capital facility (including non fund based facility) and effective guarantee is ₹ 790.41 million (Pre Scheme: ₹ 790.41).
- g) To ICICI Bank Limited of ₹ 650.00 million (Pre Scheme: ₹ 650.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 252.10 million (Pre Scheme: ₹ 252.10 million).

**B) Claims against Company not acknowledged as debt:**

Claims/Demands in respect of which proceeding or appeals are pending and are not acknowledged as debts on account of:

Particulars	₹ in million	
	As at 01 July 2022 (Post Scheme)	As at 01 July 2022 (Pre Scheme)
Sales tax	15.23	15.23

26. Leases

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognized as expense ₹ Nil (Pre Scheme: ₹ Nil) on a straight-line basis over the lease term.





Notes to the reference balance sheet as at 01 July 2022

**27. Employee Stock Option Scheme**

The Company has two Employee Stock Option Scheme namely,

- JIL Employee Stock Option Scheme 2013 ("Scheme 2013")
- JIL Employee Stock Option Scheme 2018 ("Scheme 2018")

**Scheme 2013:**

The Company constituted "JIL Employees Stock Option Scheme 2013 (Scheme 2013)" for employees of the Company, its subsidiaries and holding companies. Under the Scheme 2013, up to 5,90,000 stock options can be issued to eligible employees of the Company/subsidiaries/holding companies. The options are to be granted at the price as determined by the Nomination, Remuneration and Compensation Committee (Committee), in accordance with the applicable laws.

Each option, upon vesting, shall entitle the holder to subscribe 1 (one) fully paid equity share of ₹ 10 of the Company. 20% of the options shall vest on first anniversary of the grant date, subsequent 30% shall vest on second anniversary and balance 50% of the options shall vest on the third anniversary of the grant date or as may be decided by the Committee from time to time, subject to compliance with the applicable laws.

The Company has constituted a Committee, comprising of a majority of independent directors. This Committee is fully empowered to administer the Scheme 2013.

The movement in the stock option under the "Scheme 2013" during the year is set out below:

Particulars	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the end of the period	95,343	225.01	95,343	225.01

**Scheme 2018:**

The Company constituted "JIL Employees Stock Option Scheme 2018 (Scheme 2018)" for employees of the Company, its subsidiaries and holding companies. Under the Scheme 2018, up to 5,00,000 stock options can be issued to eligible employees of the Company/subsidiaries/holding companies. The options are to be granted at the price as determined by the Nomination, Remuneration and Compensation Committee (Committee), in accordance with the applicable laws.

Each option, upon vesting, shall entitle the holder to subscribe 1 (one) fully paid equity share of ₹ 10 of the Company. Options shall vest at the end of the third year from the grant date or as may be decided by the Committee from time to time, subject to compliance with the applicable laws.

The Company has constituted a Compensation Committee, comprising of a majority of independent directors. This Committee is fully empowered to administer the Scheme 2018.

The movement in the stock option under the "Scheme 2018" during the year is set out below:

Particulars	As at 01 July 2022 (Post Scheme)		As at 01 July 2022 (Pre Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the end of the period	94,900	10.00	94,900	10.00





Notes to the reference balance sheet as at 01 July 2022

**28. Other Statutory Informations**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (iv) There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
- (v) The company does not carry any borrowing from bank for working capital, hence, the Company has not filed quarterly returns or statements for working capital limits with banks.
- (vi) There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the end of the year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.
- (vii) There is no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

The accompanying notes "1" to "28 form an integral part of this reference balance sheet.

In terms of our report of even date.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number : 003304N/N500056

Pranav Jain

Partner

Membership No. 098308

Place : Gurugram

Date : 12 August, 2022



For and on behalf of Board of Jubilant Industries Limited

Manu Ahuja  
CEO & Managing Director  
DIN: 05123127

**FAIR SHARE ENTITLEMENT RATIOS REPORT  
IN RELATION TO THE  
COMPOSITE SCHEME OF ARRANGEMENT**

---

**9<sup>th</sup> August, 2022**

**Prepared by:**

**Subodh Kumar**

**Registered Valuer**

**IBBI Membership Number: IBBI/RV/05/2019/11705**

**New Delhi - 110034**

August 9, 2022

**The Board of Directors**  
**Jubilant Industries Limited**  
Bhartiagram, Gajraula  
Distt. Amroha  
Uttar Pradesh - 244223, India

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

**The Board of Directors**  
**Jubilant Agri & Consumer Products Limited**  
Bhartiagram, Gajraula,  
Distt. Amroha,  
Uttar Pradesh - 244223, India

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

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

**Sub: Recommendation of the fair share entitlement ratios for the proposed composite scheme of arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013**

Dear Sir(s)/ Madam(s),

In accordance with the terms of the engagement letter dated June 24, 2022, I, Subodh Kumar, Registered Valuer, having IBBI Membership Number: IBBI/RV/05/2019/11705 ("Registered Valuer") have been appointed by HSSS Investment Holding Private Limited ("Amalgamating Company-1" or "HSSS"), KBHB Investment Holding Private Limited ("Amalgamating Company-2" or "KBHB"), SSBPB Investment Holding Private Limited ("Amalgamating Company-3" or "SSBPB") (collectively, the "Amalgamating Companies"), Jubilant Industries Limited ("JIL") and Jubilant Agri and Consumer Products Limited ("Amalgamated Company" or "JACPL") to recommend the fair share entitlement ratios for the amalgamations contemplated in the proposed composite scheme of arrangement between the Amalgamating Companies, JIL and the Amalgamated Company (collectively, the "Companies") and their respective



shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

The Scheme provides for:

- (a) the amalgamation of the Amalgamating Companies into JIL, on a going concern basis ("**Amalgamation-1**"); and
- (b) following the amalgamations referred to in (a) above, the amalgamation of JIL into the Amalgamated Company, on a going concern basis ("**Amalgamation-2**").

The Amalgamation-1 and the Amalgamation-2 are collectively referred to as the "**Amalgamations**".

Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

Pursuant to the Scheme coming into effect, the Amalgamated Company shall apply for listing of its shares on the National Stock Exchange of India Limited and BSE Limited in accordance with the Master Circular dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 ("**Master Circular**") issued by the Securities and Exchange Board of India ("**SEBI**").

I am pleased to present herewith my report on the same.

The cut-off date for determining the fair share entitlement ratios for the above Amalgamations has been considered as 1<sup>st</sup> July 2022 ("**Valuation Date**") (which is also the Appointed Date fixed under the Scheme for the Amalgamations) and the market factors have been considered till 1<sup>st</sup> July 2022. The attached report, inter alia, details the valuation methodologies, calculations and conclusions with respect to determining the aforesaid fair share entitlement ratios.

In rendering the advisory services, I reviewed and relied upon various materials/ information provided by the management of the Companies (the "**Management**"). My report is based on the historical financial information provided to me by the Management. Because of the limited purpose of this report, the financial information presented in this report may be incomplete and



contain departures from generally accepted accounting principles. I have not audited, reviewed, or compiled the financial information provided by the Management and express no assurance on it. Had I audited or reviewed the financial information, matters may have come to my attention that could have resulted in the use of the amounts that differ from those provided. Accordingly, I take no responsibility for the underlying data presented in this report.

I believe that my analysis must be considered in totality. Selected portions of my analysis or the factors I considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any factor or analysis.

I have no present or contemplated financial interest in any of the Companies. My fees for this valuation are based upon normal billing rates and are in no way contingent upon the results of my findings. I have no responsibility to update this report for events and circumstances occurring subsequent to the date of this report.

This letter should be read in conjunction with the attached report.



**Date:** August 9, 2022

**Place:** New Delhi

**Subodh Kumar**  
*Registered Valuer*  
IBBI Membership Number:  
IBBI/RV/05/2019/11705

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## 1. SCOPE & PURPOSE OF THE REPORT

The 'Appointed Date' under the Scheme for the proposed Amalgamations is 1<sup>st</sup> July 2022.

The Scheme under Part B contemplates the Amalgamation-1 (i.e. the amalgamation of the Amalgamating Companies into JIL, on a going concern basis) and the Scheme under Part C contemplates the Amalgamation-2 (i.e. the amalgamation of JIL into the Amalgamated Company, on a going concern basis, following the Amalgamation-1).

In this regard, I have been requested to recommend the fair share entitlement ratios for Amalgamation-1 and Amalgamation-2, respectively, as contemplated under the proposed Scheme. This report has been prepared in accordance with the applicable provisions of the Companies Act, 2013 and the Master Circular dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 ("**Master Circular**") issued by the Securities and Exchange Board of India ("**SEBI**").

The conclusion reached by me on the fair value of the Companies is based on my perception of various factors such as:

- Nature of business of the Companies;
- Underlying assets of the Companies;
- Economic & other market factors; and
- Valuation requirements as per various SEBI guidelines & regulations, etc.

The valuation exercise is based on the information provided by the Management. My scope of work does not include verification of data submitted by them.

### Standard Compliance and Valuation Basis

My analysis and report are in conformity with the "ICAI Valuation Standards" ("**IVS**") issued by the Institute of Chartered Accountants of India. In addition to the general standards/ guidelines of the IVS, the report specifically complies with *ICAI Valuation Standard 102 - Valuation Bases (IVS 102)*, *ICAI Valuation Standard 103 - Valuation Approaches and Methods (IVS 103)*, *ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation (IVS 201)*, *ICAI Valuation Standard 202 - Reporting and Documentation (IVS 202)* and *ICAI Valuation Standard 301 - Business Valuation (IVS 301)*.

The valuation basis used in arriving at my valuation conclusion is 'Fair Value', which is defined by IVS 102 as "*the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.*"

IVS 102 defines 'orderly transaction' as "*a transaction that assumes exposure to the market for a period before the valuation date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities and it is not a forced transaction. The length of exposure time will vary according to the type of asset and market conditions.*"



IVS 102 further defines 'Market participants' as *"willing buyers and willing sellers in the principal (or most advantageous) market for the asset or liability that have all the following characteristics:*

- (a) they are independent of each other, that is, they are not related parties as defined under applicable accounting framework and set of reporting/ accounting standards therein, although the price in a related party transaction may be used as an input to a fair value measurement if the entity has evidence that the transaction was entered into at market terms;*
- (b) they are knowledgeable, having a reasonable understanding about the asset or liability and the transaction using all available information, including information that might be obtained through due care that is usual and customary;*
- (c) they are able to enter into a transaction for the asset or liability; and*
- (d) they are willing to enter into a transaction for the asset or liability, i.e., they are motivated but not forced or otherwise compelled to do so."*

In the absence of a real buyer and seller, or the lack of stated intention by the holder to sell, assumptions must be employed in the determination of value. The Companies were valued on a stand-alone, fair value basis, assuming a hypothetical willing buyer and a hypothetical willing seller. The values presented herein do not consider any additional value that may be realized by a particular purchaser who benefits from specific synergies or economies of scale, which could not be identified or quantified for these purposes. The fair value basis was applied to produce a reasonable proxy for the value of JIL as on the Valuation Date (i.e., 1<sup>st</sup> July 2022).

This valuation was performed on the premise that JIL will continue to operate as a going concern. IVS 102 defines 'going concern value' as *"the value of a business enterprise that is expected to continue to operate in the future."*



## 2. SOURCES OF INFORMATION & PROCEDURES ADOPTED

### 2.1 Sources of Information

The valuation analysis is based on the following information relating to the Companies, furnished to me by the Management and the information available in the public domain:

- Audited financial statements for the FY 2020-21 of JIL, JACPL, HSSS, KBHB & SSBPB.
- Audited financial statements for the FY 2021-22 of HSSS, KBHB & SSBPB.
- Audited financial statements for the FY 2021-22 of JIL & JACPL.
- Management certified financials for period ending June 2022 of HSSS, KBHB & SSBPB.
- Management certified financials for period ending June 2022 of JIL & JACPL.
- Review report of Un-audited balance sheet of HSSS, KBHB & SSBPB as of July 01, 2022 by Statutory Auditor.
- Capital structure and shareholding pattern of JIL, JACPL, HSSS, KBHB & SSBPB as on 1<sup>st</sup> August'2022.
- Income tax computation of JACPL for the FY 2019-20 & 2020-21.
- Computation of Income for AY 2021-22 of HSSS, KBHB & SSBPB.
- List of Shareholding as on 1<sup>st</sup> August, 2022 of JIL, JACPL, HSSS, KBHB & SSBPB.
- Draft Scheme under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
- Terms of issue of preference shares of the Amalgamating Companies.
- MoA & AoA of the Companies.
- Management Representation Letter.
- Other written/ verbal information given to me.
- Information provided by leading database sources, market research reports and other published data (including NSE, BSE, Moneycontrol, etc) and publicly available sources from internet believed to be reliable and true.

### 2.2 Procedures Adopted

In connection with this exercise, I have adopted the following procedures to carry out the valuation analysis:

- Necessary information as requested from the Management.
- Discussions with the Management on understanding of the businesses of the Companies.
- Reviewed the draft Scheme.
- Analysis of the present shareholding structure and proposed shareholding structure post the Scheme becoming effective.
- Obtained and analysed data available in public domain, as considered relevant by me.
- Selection of valuation approach and valuation methodology(ies), in accordance with the valuation standards, as considered appropriate and relevant by me.



For the purpose of arriving at the valuation of the Companies/businesses, I have considered the valuation base as 'Fair Value' and the premise of value is 'Going Concern Value'. Any change in the valuation base or the premise could have significant impact on the valuation exercise, and therefore, this report.



### 3. LIMITATION OF VERIFICATION

This report is subject to the following assumptions and limiting conditions:

- This report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further, this report on recommendation of fair equity share entitlement ratios is in accordance with ICAI Valuation Standards (IVS) 2018.
- This report, its contents and the results herein are specific to the purpose mentioned in this report; specific to the date of this report and based on the Audited Balance Sheet of JIL & JACPL as on March 31, 2022 & management certified financials of JIL & JACPL as on June 30, 2022; Audited Balance Sheet of HSSS, KBHB & SSBPB as on March 31, 2022 & Management certified Balance Sheet of HSSS, KBHB & SSBPB as on June 30, 2022. The Management has represented that the business activities of the Companies have been carried out in the normal and ordinary course and I have been given to understand that there has not been any material change since June 30, 2022, and date hereof in their respective operations and financial position.
- The relevant information for the purpose of this valuation has been provided by the Management. I do not make any representations or warranty, express or implied, regarding the achievability/ accuracy of the forecasts and accuracy/ completeness of such other information as provided by the Management. The information contained herein is based on the analysis of information known or knowable at the time when this report was prepared.
- This Report highlights the basis for arriving at the value of the equity shares of the JIL, identifies various factors affecting the valuation, summarizes the best valuation methodology keeping in view the circumstances prevailing at the time of valuation and arrives at the opinion on the value of equity shares of the Company, considering the facts of the case. However, it may be noted that valuation is a highly subjective exercise and may differ from valuer to valuer depending upon the perception of attendant circumstances. At best it is an expression of opinion, or a recommendation based on certain assumptions at a given point in time.
- I have not reviewed any internal management information statements or any non-public report, and instead, with the consent of the Management I have relied upon information which was publicly available or provided or otherwise made available to me for the purpose of this opinion.
- Unless stated otherwise, industry and market data used in this report have been obtained from market research, publicly available information, and industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability is not assured. Industry data used in the Report has not been independently verified. The information included in the Report about other listed and unlisted companies is based on their respective annual reports and their respective publicly available information.





- In rendering this report, I have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly I do not assume any responsibility or liability in respect thereof. I have relied upon, without independent verification, the assessment of the business with respect to these matters. In addition, I have assumed that the proposed Scheme will be approved by the appropriate authorities, if any, and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the draft Scheme.
- I have assumed that while obtaining necessary approvals for the proposed Scheme, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that the business may have contemplated. My opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to me as of the date hereof.
- The Companies and its representatives warranted to me that the information they supplied was complete and accurate to the best of their knowledge and that the financial statement information reflects the Companies' results of operations and financial condition, unless otherwise noted. Information supplied by the Management has been accepted as true and correct, and I express no opinion on that information.
- I understand that the managements of the business during my discussion with them would have drawn my attention to all such information and matters which may have an impact on my analysis and opinion.
- I have no present or contemplated financial interest in the Companies. My fees for this report are based upon my normal hourly billing rates, and in no way are contingent upon the results of my findings. I have no responsibility or obligation to update this report for events or circumstances brought to my attention or occurring subsequent to the date of this report.
- Users of this report should be aware this report is based on assumptions regarding future earnings potential, and/or certain asset values that may or may not materialize. Therefore, the actual results achieved in the future will vary from the assumptions utilized in this report, and the variations may be material.
- My report is based on historical and latest financial information provided to me by the Management and other third parties. Had I audited the underlying data, matters may have come to my attention, which would have resulted in using amounts that differ from those provided.
- I have relied upon the representations of the owners, the Management and other third parties concerning the value and useful condition of all equipment, real estate, investment used in the business, and any other assets or liabilities except as specifically stated to the contrary in this report. I have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the Companies has good title to all assets.
- I have not ascertained and checked the ownership titles on the assets held by the Companies.





- I have assumed that the Companies will maintain the character and integrity of the Companies through any reorganization or reduction of any owner's/manager's participation in the existing activities of the Companies.
- I do not purport to be a guarantor of value. Valuation of companies is an imprecise science, with value being a question of fact, and reasonable people can differ in their estimates of value. I have, however, used conceptually sound and commonly accepted methods and procedures of valuation in determining the estimate of value included in this report.
- The various estimates of value presented in this report apply to this valuation only and may not be used out of the context presented herein. This valuation is valid only for the purpose or purposes specified herein. This report is valid only for the valuation date specified herein.
- The valuation contemplates facts and conditions existing as on the Valuation Date. Events and conditions occurring after that date have not been considered, and I have no obligation to update my report for such events and conditions.
- I have assumed that there is full compliance with all applicable central and state regulation, and laws unless otherwise specified in this report.
- This report is prepared by Subodh Kumar in the capacity of Registered Valuer to comply with the SEBI guidelines and applicable provisions of the Companies Act, 2013.
- I have presented certain information within this report, which was taken from sources including, but not limited to, financial statements, tax returns, and corporate history. This information has been supplied by the Companies or their representatives. The historical financial information presented within is included solely to assist in the development of the value conclusion presented in this report, and it should not be used to obtain credit or for any other purpose. Because of the limited purpose of this presentation, it may be incomplete and contain departures from generally accepted accounting principles. I have not audited, reviewed, or compiled this presentation and express no assurance on it. Accordingly, this report should not be construed, or referred to, as an audit, examination, or review by me.
- Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it, nor may it be used for any purpose by anyone but the Management without my previous written consent, and, in any event, only with proper attribution.
- Any recast financial statements, forecasts, or pro forma statements are the result of data provided by the Companies, their officers, or representatives, or are based on assumptions as indicated in this report. Such recasted, forecasted, or pro forma statements may not anticipate the economic, socioeconomic, political, market, or legal factors, which may impact the operations of the subject company. Accordingly, I make no representations, expressed or implied, as to the validity of such recasted, forecasted, or pro forma statements.
- This report is neither an offer to sell, nor a solicitation to buy securities, and/or equity in, or assets of, the Company.



#### 4. SALIENT FEATURES OF THE COMPOSITE SCHEME OF ARRANGEMENT

##### 4.1 KEY POINTS

Clause A.1 of the Preamble of the Scheme provides as under:

The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and provides for the:

- (i) amalgamation of the Amalgamating Companies into JIL, on a going concern basis; and
- (ii) following the amalgamations referred to at (i) above, amalgamation of JIL into the Amalgamated Company, on a going concern basis.

Clauses 9 and 10 of the Preamble of the Scheme provide that:

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

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by SPB Trustee Company Private Limited and SS Trustee Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust) and HSB Trustee Company Private Limited and HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust) ("**Identified Promoters**"). The Amalgamating Companies shall have no Liabilities on the effectiveness of the Scheme. 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-1 and Amalgamation-2.

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

The Effective Date under 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 concerned Registrar of Companies; 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 concerned Registrar of Companies.

The Scheme is divided into 4 Parts:

**Part A** of the Scheme deals with the Definitions & Capital Structure of the Companies.



**Part B** of the Scheme deals with Amalgamation-1 (i.e., the amalgamation of the Amalgamating Companies into JIL) and provides that upon the effectiveness of the Scheme and with effect from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, 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, interests and obligations, as applicable, of JIL. The reference balance sheet of each of the Amalgamating Companies as on the Appointed Date is set out under Schedule I, Schedule II and Schedule III, respectively, of the Scheme.

**Part C** of the Scheme deals with Amalgamation-2 (i.e., the amalgamation of JIL into the Amalgamated Company) and provides that upon the effectiveness of the Scheme and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, 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 reference balance sheet of JIL as on the Appointed Date is set out under Part A of Schedule IV of the Scheme and the reference balance sheet of JIL as on the Appointed Date (pursuant to Amalgamation-1) is set out under Part B of Schedule IV of the Scheme.

**Part D** deals with the general terms and conditions of the Scheme.

#### 4.2 RATIONALE OF THE SCHEME

Amalgamation-1 (i.e. amalgamation of the Amalgamating Companies into JIL pursuant to Part B of the Scheme) shall provide the following benefits:

- 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 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 promoters' direct commitment and engagement from a shareholders' perspective; and
- iii. The proposed simplification of holding structure will also make it simpler to identify its ultimate beneficial owner for various applicable know your customer (KYC) requirements.



Amalgamation-2 (i.e. amalgamation of JIL into the Amalgamated Company pursuant to Part C of the Scheme) shall provide the following benefits:

- 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.



## 5. BRIEF BACKGROUND OF THE COMPANIES

### 5.1 HSSS Investment Holding Private Limited (Amalgamating Company-1)

The Amalgamating Company-1 was incorporated on February 11, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-1 is U67100UP2013PTC054927 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-1 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

#### Capital Structure of the Amalgamating Company-1 as on August 1, 2022:

Authorized Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000 Preference Shares of Rs. 100/- each	32,40,00,000
<b>Total</b>	<b>32,41,00,000</b>
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000 7.60 % Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	32,40,00,000
<b>Total</b>	<b>32,41,00,000</b>

#### Shareholding Pattern of the Amalgamating Company-1 as on August 1, 2022:

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% HOLDING
<b>A. EQUITY SHAREHOLDERS</b>					
1	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	5,000	10	50,000.00	50.00
2	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	10	50,000.00	50.00
<b>Total (A)</b>		<b>10,000</b>		<b>100,000.00</b>	<b>100.00</b>
<b>B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>					
1	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	1,620,000	100	162,000,000.00	50.00





2	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	1,620,000	100	162,000,000.00	50.00
<b>Total (B)</b>		<b>3,240,000</b>		<b>324,000,000.00</b>	<b>100.00</b>
<b>Grand Total (A + B)</b>		<b>3,250,000</b>		<b>324,100,000.00</b>	

### 5.2 KBHB Investment Holding Private Limited (the Amalgamating Company-2)

The Amalgamating Company-2 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-2 is U67100UP2013PTC054992 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-2 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

#### Capital Structure of the Amalgamating Company-2 as on August 1, 2022:

Authorized Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
9,25,000 Preference Shares of Rs. 100/- each	9,25,00,000
<b>Total</b>	<b>9,26,00,000</b>
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
7,50,000 - 7.60% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	7,50,00,000
<b>Total</b>	<b>7,51,00,000</b>

#### Shareholding Pattern of the Amalgamating Company-2 as on August 1, 2022:

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
<b>A. EQUITY SHAREHOLDERS</b>					
1	HSB Trustee Company Pvt. Ltd and HS Trustee Company Pvt. Ltd. (jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	9800	10	98,000.00	98.00
2	Mr. Hari Shanker Bhartia (on behalf of Hari Shanker Bhartia Family Trust)	200	10	2,000.00	2.00
<b>Total (A)</b>		<b>10,000</b>		<b>100,000.00</b>	<b>100.00</b>
<b>B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDER</b>					





1	HSB Trustee Company Pvt. Ltd and HS Trustee Company Pvt. Ltd. (jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	750,000	100	75,000,000.00	100.00
<b>Total (B)</b>		<b>750,000</b>		<b>75,000,000.00</b>	<b>100.00</b>
<b>Grand Total (A + B)</b>		<b>760,000</b>		<b>75,100,000.00</b>	

### 5.3 SSBPB Investment Holding Private Limited (the Amalgamating Company-3)

The Amalgamating Company -3 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-3 is U70102UP2013PTC054995 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-3 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

#### Capital Structure of the Amalgamating Company-3 as on August 1, 2022:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
8,75,000 Preference Shares of Rs. 100/- each	8,75,00,000
<b>Total</b>	<b>8,76,00,000</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
7,10,000 7.60 % Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	7,10,00,000
<b>Total</b>	<b>7,11,00,000</b>

#### Shareholding Pattern of the Amalgamating Company-3 as on August 1, 2022:

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
<b>A. EQUITY SHAREHOLDERS</b>					
1	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	9800	10	98,000.00	98.00
2	Mr. Shamit Bhartia (on behalf of Shyam Sunder Bhartia Family Trust)	200	10	2,000.00	2.00
<b>Total (A)</b>		<b>10,000</b>		<b>100,000.00</b>	<b>100.00</b>
<b>B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>					



1	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	710,000	100	71,000,000.00	100.00
<b>Total (B)</b>		<b>710,000</b>		<b>71,000,000.00</b>	<b>100.00</b>
<b>Grand Total (A + B)</b>		<b>720,000</b>		<b>71,100,000.00</b>	

#### 5.4 Jubilant Industries Limited (JIL)

JIL is a publicly listed company 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. 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 National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (collectively, the “Stock Exchanges”).

#### Capital Structure of JIL as on August 1, 2022:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
1,81,00,000 equity shares of Rs.10/- each	18,10,00,000
<b>Total</b>	<b>18,10,00,000</b>
<b>Issued, Subscribed and paid up Share Capital</b>	<b>Amount (in Rs.)</b>
1,50,67,101 equity shares of Rs.10/- each	15,06,71,010
<b>Total</b>	<b>15,06,71,010</b>

#### Shareholding Pattern of JIL as on August 1, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
A.	PROMOTER & PROMOTER GROUP	1,12,66,637	10	11,26,66,370	74.78
B.	PUBLIC	38,00,464	10	3,80,04,640	25.22
C.	NON-PROMOTER NON-PUBLIC	-	-	-	-
<b>TOTAL</b>		<b>1,50,67,101</b>	<b>10</b>	<b>15,06,71,010</b>	<b>100.00</b>

#### 5.5 Jubilant Agri and Consumer Products Limited (the Amalgamated Company)

The Amalgamated Company was incorporated on August 21, 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamated Company is U52100UP2008PLC035862 and its registered office is situated at Bhartiagram, Gajraula, Distt. Amroha, Uttar Pradesh - 244223, India. The Amalgamated 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 Amalgamated Company is a wholly owned subsidiary of JIL.

Capital Structure of the Amalgamated Company as on August 1, 2022:

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
58,24,000 equity shares of Rs.10/- each	5,82,40,000
26,23,617 10% optionally convertible non-cumulative redeemable preference shares of Rs. 10/- each	2,62,36,170
10,00,000 10% non-cumulative redeemable preference shares of Rs. 10/- each	1,00,00,000
<b>Total</b>	<b>9,44,76,170</b>
<b>Issued, Subscribed and paid up Share Capital</b>	<b>Amount (in Rs.)</b>
56,08,552 equity shares of Rs.10/- each	5,60,85,520
<b>Total</b>	<b>5,60,85,520</b>



## 6. APPROACH TO VALUATION

My opinion is based on, among other things, my estimate of the risks facing JIL and the return on investment that would be required on alternative investments with similar levels of risk.

Both internal and external factors, which influence the value of JIL have been reviewed, analysed, and interpreted. Internal factors included JIL's financial position and results of operations. External factors included, among other things, the status of the economy and the position of JIL relative to the industry.

Additionally, to conclude to an appropriate method of valuation, I have referred to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended from time to time ("**ICDR Regulations**") and Valuation Standards issued by International Valuation Standards Council ("**IVS**").

To value JIL, I considered three approaches of valuation, as provided under the *IVS 103 – Valuation Approaches and Methods*: the market approach, the income approach and the asset approach. I have reviewed and analysed several methods and their results to determine which methods would generate the most reasonable opinion of value of JIL's operations as on the Valuation Date.

### Minimum Pricing Guidelines (as per ICDR Regulations)

In compliance with the SEBI Master Circular read with the ICDR Regulations, issuance of shares pursuant to an order under Sections 230-232 of the Companies Act, 2013 requires following pricing guidelines that apply to a preferential issue, if any such issue is to be made to shareholders of an unlisted company.

### Pricing of Equity Shares

As per regulation 164(1) of ICDR Regulations, the market price cannot be lower than the higher of following of the issuer listed company, if share is frequently traded:

- a. Average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the Ninety trading days preceding the relevant date; or
- b. Average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the Ten trading days preceding the relevant date.



Frequently traded shares means the shares of the issuer company, in which the traded turnover on any recognized stock exchange during the twelve calendar months preceding the relevant date, is at least 10% of the total number of shares of such class of shares of the issuer. Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

The relevant date for the purpose of computing pricing shall be the date of the board meeting as clarified under the SEBI Circular dated March 23, 2017.



## 7. VALUATION METHODS

Arriving at the fair share entitlement and share swap ratios for the Scheme would require determining the relative values. These values are to be determined independently but on a relative basis, and without considering the effect of the proposed Scheme.

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. Different methodologies are adopted for the valuation of manufacturing, investment, servicing, consultancy and trading companies.

Though there are no thumb rules for valuation, the method to be adopted must be appropriate to the purpose for which valuation is being done as well as the attendant circumstances of each case. For example, a manufacturing company is generally valued on the combination of asset value and the earning potential of the business. An investment company is valued based on the fair value of underlying assets.

However, the value is specific to the point in time and may change with the passage of time. The value is derived in the context of existing environment that includes economic conditions and state of industry/market etc. on the appointed date of valuation.

The basis of valuation would depend upon the purpose of valuation, the type of business, the prospects and other attendant circumstances.

There are three internationally accepted valuation approaches to valuation:

- a) "Market" Approach;
- b) "Income" Approach; and
- c) "Cost" Approach.

### **Market Approach**

Under the Market Approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market Approach generally reflects the investors' perception about the true worth of the company.

#### • **Market Price ("MP") Method**

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

#### • **Comparable Companies Multiples ("CCM") Method**

Under the Comparable Companies Multiple ("CCM") method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock





market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholder.

• **Comparable Transactions Multiples ("CTM") Method**

Under the Comparable Transactions Multiple ("CTM") method, the value of a company can be estimated by analyzing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances. This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

**Income Approach**

The Income Approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow ("DCF") Method under the Income Approach seeks to arrive at a valuation based on the strength of future cash flows.

• **DCF Method**

Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The Free Cash Flows to Firm ("FCFF") represent the cash available for distribution to the owners as well as lenders of the business and the Free Cash Flows to Equity ("FCFE") represent the cash available for distribution to the owners

of the business. FCFF are discounted by the Weighted Average Cost of Capital ("WACC") and FCFE are discounted by the Cost of Equity ("Ke"). The WACC or Ke, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers risk of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations. The Business/Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.



### **Cost Approach**

The Cost Approach, also known as the Asset-based Approach, involves methods of determining a company's value by analyzing the market value of a company's assets.

- **Net assets value method/ Book value method**

In NAV Method the book value assets and liabilities are considered. The liabilities and fictitious assets are reduced from the total assets arrive at the net assets value of the Company. This value is also equivalent to the net worth of the Company.

- **Adjusted net asset value method**

This method is a variation of the NAV method. Here the assets and liabilities are adjusted and considered at their fair values instead of their book values.

- **Summation Method**

The Summation Method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings. This valuation approach is mainly used in case where the assets base dominates earnings capability.



## 8. BASIS OF FAIR VALUATION ENTITLEMENT RATIOS

As mentioned above, to consider reasonable methods for the valuation exercise, I have referred to the ICDR Regulations and the IVS.

From discussions with the Management and from reviewing the Scheme, I have observed as under:

### 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.
- (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 the 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.
- (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.
- (iv) We are given to understand that the assets of the Amalgamating Companies consist of investments in the equity shares of JIL and certain cash and cash equivalents and that the Amalgamating Companies have no contingent liabilities. We are also given to understand that with respect to certain non-substantial liabilities appearing in the balance sheets of the Amalgamating Companies as on July 1, 2022, the same are capable of being discharged by the cash and cash equivalents available with the Amalgamating Companies. Further it is stated in the Scheme that the Amalgamating Companies will have no liabilities on the effectiveness of the Scheme.
- (v) There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL as well as the public shareholders of JIL on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2, respectively, and pursuant to the Scheme coming into effect, a mirror shareholding pattern of JIL will be created in the Amalgamated Company.
- (vi) All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under Part B of the Scheme shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters (as defined under the Scheme). 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 the amalgamations contemplated under Amalgamation-1 and Amalgamation-2.

- (vii) Upon the amalgamation of the Amalgamating Companies into JIL (as contemplated under Amalgamation-1), the respective equity and preference shareholders of the Amalgamating Companies (i.e. HSB Family Trust and SSB Family Trust) would be entitled to equity shares of JIL which are owned by the Amalgamating Companies on the effectiveness of the Scheme, in proportion to their holdings in these respective companies.
- (viii) 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.
- (ix) Accordingly:
- the amalgamations under Amalgamation-1 would result in elimination of tiers.
  - On Amalgamation-1, the equity shares held by the Amalgamating Companies in JIL shall be cancelled and JIL shall issue equity shares to the shareholders of the Amalgamating Companies.
  - The determination of share entitlement ratios would not influence the value for the shareholders of the Amalgamating Companies.'
  - Amalgamation-1 would be value neutral to JIL and its public shareholders.
- (x) In the instant case, the determination of share entitlement ratios is based on the number of equity shares of JIL held by the Amalgamating Companies and therefore, a detailed valuation of the Companies to determine the share entitlement ratio would not be relevant. Hence, no relative valuation of JIL and the Amalgamating Companies is required to be undertaken. Accordingly, I have not carried out valuation of JIL and the Amalgamating Companies under generally accepted valuation approached as below:



Valuation Approach	HSSS Investment Holding Private Limited		KBHB Investment Holding Private Limited		SSBPB Investment Holding Private Limited		Jubilant Industries Limited	
	Value per Share	Weight (%)	Value per Share	Weight (%)	Value per Share	Weight (%)	Value per Share	Weight (%)
Market Approach	NA	0	NA	0	NA	0	NA	0
Income Approach	NA	0	NA	0	NA	0	NA	0
Cost Approach	NA	0	NA	0	NA	0	NA	0
Relative value per share	NA	0	NA	0	NA	0	NA	0

NA - Not Adopted / Not Applicable

#### With respect to Amalgamation-2

- (i) Pursuant to Amalgamation-1, the equity and preference shareholders of the Amalgamating Companies (i.e. HSB Family Trust and SSB Family Trust) will become equity shareholders of JIL.
- (ii) There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL as well as the public shareholders of JIL on an aggregate basis in JIL except those provided in the Scheme and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2, respectively, and pursuant to the Scheme coming into effect, a mirror shareholding pattern of JIL will be created in the Amalgamated Company.
- (iii) The Amalgamated Company is a wholly owned subsidiary of JIL and upon the amalgamation of JIL into the Amalgamated Company (as contemplated under Amalgamation-2), the equity shares held by JIL and its nominees in the Amalgamated Company will be cancelled and equity shareholders of JIL will be entitled to the equity shares of the Amalgamated Company.
- (iv) Upon the Scheme coming into effect, the beneficial economic interest of the shareholders of JIL in the equity share capital of the Amalgamated Company would be the same as it is in the equity share capital of JIL.
- (v) The determination of share entitlement ratio would not impact the ultimate value for the shareholders of JIL and the proposed Amalgamation-2 will be value neutral to JIL's shareholders. Therefore, the determination of share entitlement ratio in the instant case and a detailed valuation of JIL and the Amalgamated Company to determine the share entitlement ratio would not be relevant in the present case. Hence, no relative valuation of JIL and the Amalgamated Company is required to be undertaken. Accordingly, I have



not carried out valuation of these companies under generally accepted valuation approaches as below:

Valuation Approach	Jubilant Industries Limited		Jubilant Agri & Consumer Products Limited	
	Value per Share	Weight (%)	Value per Share	Weight (%)
Market Approach	NA	0	NA	0
Income Approach	NA	0	NA	0
Cost Approach	NA	0	NA	0
Relative value per share	NA	0	NA	0

NA - Not Adopted / Not Applicable





## 9. CONCLUSION

Based on the above, and on consideration of all the relevant factors and circumstances discussed and outlined above, I recommend share entitlement ratios as follows:

### *For Amalgamation-1*

*The Amalgamating Company-1 holds 71,64,048 equity shares in JIL. The entire issued and paid-up equity as well as 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. Upon the effectiveness of the amalgamation of the Amalgamating Company-1 into JIL, 71,64,048 equity shares held by the Amalgamating Company-1 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.*

*The Amalgamating Company-2 holds 17,36,415 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-2, is held by Hari Shanker Bhartia Family Trust ("**HSB Family Trust**"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-2. Upon the effectiveness of the amalgamation of the Amalgamating Company-2 into JIL, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-2.*

*The Amalgamating Company-3 holds 16,51,879 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-3, is held by Shyam Sunder Bhartia Family Trust ("**SSB Family Trust**"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-3. Upon the effectiveness of the amalgamation of the Amalgamating Company-3 into JIL, 16,51,879 equity shares held by SSBPB in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the SSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-3.*

*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 Scheme coming into effect, 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 Scheme coming into effect, 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*

*For Amalgamation-2*

*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 equity 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 record date, 1 (One) equity share 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 record date.*

*The report is to be read in its entirety.*

**Date: August 9, 2022**

**Place: New Delhi**





### Confirmation

We, Jubilant Industries Limited ('Company'), confirm that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.

*Abhishek*

**Abhishek Mishra**  
Company Secretary and Compliance Officer  
Jubilant Industries Limited



#### A Jubilant Bhartiya Company

##### OUR VALUES



**Jubilant Industries Limited**  
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Distt. Amroha-244 223  
UP India  
CIN: L24100UP2007PLC032909  
Email: [investors@jubil.com](mailto:investors@jubil.com)



August 9, 2022

The Board of Directors  
Jubilant Industries Ltd.  
Bhartiagram, Gajraula Distt.  
Amroha  
Uttar Pradesh - 244223, India

The Board of Directors  
Jubilant Agri & Consumer Products Ltd  
Bhartiagram, Gajraula, Distt.  
Amroha  
Uttar Pradesh - 244223, India

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

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

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

**Sub: Fairness opinion on the fair share entitlement ratios for the proposed composite scheme of arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013**

We refer to the engagement letter dated June 24, 2022 with Fast Track Finsec (P) Ltd. (“we” or “FTFL” or “us”), wherein Jubilant Industries Limited (“you” or “Client/Company” or “JIL”) have requested us to provide a fairness opinion on the fair share entitlement ratios recommended by Mr. Subodh Kumar (“Registered Valuer”) in his fair share entitlement ratios report dated [.] (“Share Entitlement Report”) in relation to the composite scheme of arrangement between HSSS Investment Holding Private Limited (‘HSSS’ / ‘Amalgamating Company-1’), KBHB Investment Holding Private Limited (‘KBHB’ / ‘Amalgamating Company-2’), SSBPB Investment Holding Private Limited (‘SSBPB’ / ‘Amalgamating Company-3’) (collectively, the “Amalgamating Companies”), JIL and Jubilant Agri and Consumer Products Limited (“JACPL” or “Amalgamated Company”) (collectively, the “Companies”) which provides for (a) the amalgamation of the Amalgamating Companies into JIL, on a going concern basis (“Amalgamation-1”); and following the amalgamations referred to in (a), the amalgamation of JIL into the Amalgamated Company, on a going concern basis (“Amalgamation-2”).

The Amalgamation-1 and the Amalgamation-2 are collectively referred to as the “Amalgamations”.

Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

Pursuant to the Scheme coming into effect, the Amalgamated Company shall apply for listing of its shares on the National Stock Exchange of India Limited and BSE Limited in accordance with the Master Circular dated November 23, 2021 bearing reference No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (“Master Circular”) issued by the Securities and Exchange Board of India (“SEBI”).

The Amalgamating Companies, JIL and the Amalgamated Company are collectively referred



**Fast Track Finsec Private Limited**

CIN : U65191DL2010PTC200381

Registration Code : INM000012500 | GST No. 07AABCF4818P1Z9

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Web.: www.ftfinsec.com

to as "the Client" or "the Companies".

## BACKGROUND OF THE COMPANIES

### HSSS Investment Holding Private Limited (Amalgamating Company-1)

The Amalgamating Company-1 was incorporated on February 11, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-1 is U67100UP2013PTC054927 and its registered office is situated at Plot No. 1A, Sector- 16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company- 1 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

### Capital Structure of the Amalgamating Company-1 as on 1<sup>st</sup> August, 2022

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000 Preference Shares of Rs. 100/- each	32,40,00,000
<b>Total</b>	<b>32,41,00,000</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
32,40,000, 7.60 % Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	32,40,00,000
<b>Total</b>	<b>32,41,00,000</b>





Shareholding Pattern of the Amalgamating Company-1 as on 1<sup>st</sup> August, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% HOLDING
<b>A. EQUITY SHAREHOLDERS</b>					
1	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	5,000	10	50,000.00	50.00
2	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	10	50,000.00	50.00
<b>Total (A)</b>		<b>10,000</b>		<b>100,000.00</b>	<b>100.00</b>
<b>B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>					
1	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	1,620,000	100	162,000,000.00	50.00
2	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	1,620,000	100	162,000,000.00	50.00
<b>Total (B)</b>		<b>3,240,000</b>		<b>324,000,000.00</b>	<b>100.00</b>
<b>Grand Total (A + B)</b>		<b>3,250,000</b>		<b>324,100,000.00</b>	

**KBHB Investment Holding Private Limited (Amalgamating Company-2)**

The Amalgamating Company-2 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company 2 is U67100UP2013PTC054992 and its registered office is situated at Plot No. 1A, Sector- 16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-2 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

Capital Structure of the Amalgamating Company-2 as on 1<sup>st</sup> August, 2022

<b>Authorized Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
9,25,000 Preference Shares of Rs. 100/- each	9,25,00,000
<b>Total</b>	<b>9,26,00,000</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>Amount (in Rs.)</b>
10,000 equity shares of Rs. 10/- each	1,00,000
7,50,000 - 7.60% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	7,50,00,000
<b>Total</b>	<b>7,51,00,000</b>





**Shareholding Pattern of the Amalgamating Company-2 as on 1<sup>st</sup> August, 2022**

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
<b>A. EQUITY SHAREHOLDERS</b>					
1	HSB Trustee Company Pvt. Ltd and HS Trustee Company Pvt. Ltd. (jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	9800	10	98,000.00	98.00
2	Mr. Hari Shanker Bhartia (on behalf of Hari Shanker Bhartia Family Trust)	200	10	2,000.00	2.00
<b>Total (A)</b>		<b>10,000</b>		<b>100,000.00</b>	<b>100.00</b>
<b>B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDER</b>					
1	HSB Trustee Company Pvt. Ltd and HS Trustee Company Pvt. Ltd. (jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	750,000	100	75,000,000.00	100.00
<b>Total (B)</b>		<b>750,000</b>		<b>75,000,000.00</b>	<b>100.00</b>
<b>Grand Total (A + B)</b>		<b>760,000</b>		<b>75,100,000.00</b>	

**SSBPB Investment Holding Private Limited (Amalgamating Company-3)**

The Amalgamating Company-3 was incorporated on February 13, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company 3 is U70102UP2013PTC054995 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. The Amalgamating Company-3 makes, holds and nurtures investments, inter-alia, in agri-products and performance polymer segments.

**Capital Structure of the Amalgamating Company-3 as on 1<sup>st</sup> August, 2022**

Authorized Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
8,75,000 Preference Shares of Rs. 100/- each	8,75,00,000
<b>Total</b>	<b>8,76,00,000</b>
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
7,10,000 7.60 % Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	7,10,00,000
<b>Total</b>	<b>711,00,000</b>

**Shareholding Pattern of the Amalgamating Company-3 as on 1<sup>st</sup> August, 2022**

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
<b>A. EQUITY SHAREHOLDERS</b>					
1	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia)	9800	10	98,000.00	98.00



	Family Trust)				
2	Mr. Shamit Bhartia (on behalf of Shyam Sunder Bhartia Family Trust)	200	10	2,000.00	2.00
<b>Total (A)</b>		<b>10,000</b>		<b>100,000.00</b>	<b>100.00</b>
<b>B. 7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS</b>					
1	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	710,000	100	71,000,000.00	100.00
<b>Total (B)</b>		<b>710,000</b>		<b>71,000,000.00</b>	<b>100.00</b>
<b>Grand Total (A + B)</b>		<b>720,000</b>		<b>71,100,000.00</b>	

### Jubilant Industries Limited (JIL)

JIL is a publicly listed company 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. 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 National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (collectively, the “Stock Exchanges”).

### Capital Structure of JIL as on August 1, 2022:

Authorized Share Capital	Amount (in Rs.)
1,81,00,000 equity shares of Rs.10/- each	18,10,00,000
Total	18,10,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
1,50,31,101 equity shares of Rs.10/- each	15,03,11,010
Total	15,03,11,010

### Shareholding Pattern of JIL as on 1<sup>st</sup> August, 2022

S. NO.	NAME OF SHAREHOLDER	NO. OF SHARES	FACE VALUE (RS.)	PAID UP AMOUNT (RS.)	% OF HOLDING
A.	PROMOTER & PROMOTER GROUP	1,12,66,637	10	11,26,66,370	74.96
B.	PUBLIC	37,64,464	10	3,76,44,640	25.04
C.	NON-PROMOTER NON- PUBLIC	-	10	-	-
	TOTAL	1,50,31,101	10	15,03,11,010	100

### Jubilant Agri and Consumer Products Limited (the Amalgamated Company)

The Amalgamated Company was incorporated on August 21, 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamated Company is



U52100UP2008PLC035862 and its registered office is situated at Bhartiagram, Gajraula, Distt. Amroha, Uttar Pradesh - 244223, India.

The Amalgamated 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 Amalgamated Company is a wholly owned subsidiary of Jubilant JIL. Capital Structure of the Amalgamated Company as on August 1, 2022:

Authorized Share Capital	Amount (in Rs.)
94,47,617 equity shares of Rs.10/- each	9,44,76,170
Total	9,44,76,170

Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
56,08,552 equity shares of Rs.10/- each	5,60,85,520
Total	5,60,85,520

#### SOURCE OF INFORMATION

For the said examination and for arriving at the Fairness Opinion set forth below, we have considered the following documents representations and explanations provided to us by the management of the Company.

- Report from the Independent Registered Valuer.
- Draft Composite Scheme of Arrangement under Section 230-232 and other applicable provisions of the Companies Act 2013.
- Audited financial statements for the FY 2020-21 of JIL, JACPL, HSSS, KBHB & SSBPB.
- Audited financial statements for the FY 2021-22 of HSSS, KBHB & SSBPB.
- Audited financial statements for the FY 2021-22 of JIL & JACPL.
- Management certified financials for period ending June 2022 of HSSS, KBHB & SSBPB.
- Management certified financials for period ending June 2022 of JIL & JACPL.
- Review report of Un-audited balance sheet of HSSS, KBHB & SSBPB as of July 01, 2022 by Statutory Auditor.
- Capital structure and shareholding pattern of JIL, JACPL, HSSS, KBHB & SSBPB as on 1st August 2022.
- Terms of issue of Preference shares
- MoA & AoA of the Companies
- Details of the contingent liabilities as at 30th June 2022 and confirmation that there are no contingent liabilities from 30th June 2022 till report date.
- Background information provided through emails or during discussion.
- Information provided by leading database sources, market research reports and other published data (including NSE, BSE, Moneycontrol, etc) and publicly available sources from internet believed to be reliable and true.

We had detailed discussions, further explanations, and information reasonably important for our exercise from the management. We have tried to review the various qualitative and quantitative factors considered during evolution of the Draft Scheme and the share entitlement



ratios.

We have been informed that all information relevant for the purpose of issuing the Fairness Opinion Report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.

#### **KEY FEATURES OF THE SCHEME**

Clause A.1 of the Preamble of the Scheme provides as under:

The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and provides for the:

- (i) amalgamation of the Amalgamating Companies into JIL, on a going concern basis; and
- (ii) following the amalgamations referred to at (i) above, amalgamation of JIL into the Amalgamated Company, on a going concern basis.

Clauses 9 and 10 of the Preamble of the Scheme provide that:

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

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by SPB Trustee Company Private Limited and SS Trustee Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust) and HSB Trustee Company Private Limited and HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust) ("**Identified Promoters**"). The Amalgamating Companies shall have no Liabilities on the effectiveness of the Scheme. 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-1 and Amalgamation-2.

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

The Effective Date under 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 concerned Registrar of Companies; 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 concerned Registrar of Companies.

The Scheme is divided into 4 Parts:

**Part A** of the Scheme deals with the Definitions & Capital Structure of the Companies.

**Part B** of the Scheme deals with Amalgamation-1 (i.e., the amalgamation of the Amalgamating Companies into JIL) and provides that upon the effectiveness of the Scheme and with effect





from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, 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, interests and obligations, as applicable, of JIL. The reference balance sheet of each of the Amalgamating Companies as on the Appointed Date is set out under Schedule I, Schedule II and Schedule III, respectively, of the Scheme.

**Part C** of the Scheme deals with Amalgamation-2 (i.e., the amalgamation of JIL into the Amalgamated Company) and provides that upon the effectiveness of the Scheme and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, 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 reference balance sheet of JIL as on the Appointed Date is set out under Part A of Schedule IV of the Scheme and the reference balance sheet of JIL as on the Appointed Date (pursuant to Amalgamation-1) is set out under Part B of Schedule IV of the Scheme.

**Part D** deals with the general terms and conditions of the Scheme.

#### 4.2 RATIONALE OF THE SCHEME

Amalgamation-1 (i.e. amalgamation of the Amalgamating Companies into JIL pursuant to Part B of the Scheme) shall provide the following benefits:

- 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 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 promoters' direct commitment and engagement from a shareholders' perspective; and
- iii. The proposed simplification of holding structure will also make it simpler to identify its ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Amalgamation-2 (i.e. amalgamation of JIL into the Amalgamated Company pursuant to Part C of the Scheme) shall provide the following benefits:

- 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.



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## VALUATION ANALYSIS

With reference to the Share Entitlement Report, the valuer has thought fit not to undertake the valuation of shares of the companies following any specific valuation methodology as there will be no impact on the determination of share entitlement ratios pursuant to the proposed Amalgamations as:

### 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.
- (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 the 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.
- (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.
- (iv) We are given to understand that assets of the Amalgamating Companies consist of investments in the equity shares of JIL and certain cash and cash equivalents and that the Amalgamating Companies have no contingent liabilities. We are also given to understand that with respect to certain non-substantial liabilities appearing in the balance sheets of the Amalgamating Companies as on July 1, 2022, the same are capable of being discharged by the cash and cash equivalents available with the Amalgamating Companies. Further it is stated in the Scheme that the Amalgamating Companies will have no liabilities on the effectiveness of the Scheme.
- (v) There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL as well as the public shareholders of JIL on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2, respectively, and pursuant to the Scheme coming into effect, a mirror shareholding pattern of JIL will be created in the Amalgamated Company.
- (vi) All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under Part B of the Scheme shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters (as defined under the Scheme). 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 the amalgamations contemplated under Amalgamation-1 and Amalgamation-2.
- (vii) Upon the amalgamation of the Amalgamating Companies into JIL (as contemplated under





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Amalgamation-1), the respective equity and preference shareholders of the Amalgamating Companies (i.e. HSB Family Trust and SSB Family Trust) would be entitled to equity shares of JIL which are owned by the Amalgamating Companies on the effectiveness of the Scheme, in proportion to their holdings in these respective companies.

- (viii) 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.
- (ix) Accordingly:
- the amalgamations under Amalgamation-1 would result in elimination of tiers.
  - On Amalgamation-1, the equity shares held by the Amalgamating Companies in JIL shall be cancelled and JIL shall issue equity shares to the shareholders of the Amalgamating Companies.
  - The determination of share entitlement ratios would not influence the value for the shareholders of the Amalgamating Companies.'
  - Amalgamation-1 would be value neutral to JIL and its public shareholders.
- (x) In the instant case, the determination of share entitlement ratios is based on the number of equity shares of JIL held by the Amalgamating Companies and therefore, a detailed valuation of the Companies to determine the share entitlement ratio would not be relevant. Hence, no relative valuation of JIL and the Amalgamating Companies is required to be undertaken.

With respect to Amalgamation-2

- (i) Pursuant to Amalgamation-1, the equity and preference shareholders of the Amalgamating Companies (i.e. HSB Family Trust and SSB Family Trust) will become equity shareholders of JIL.
- (ii) There would neither be any change in the existing number of shares nor in the percentage shareholding of the promoters of JIL as well as the public shareholders of JIL on an aggregate basis in JIL except those provided in the Scheme and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2, respectively, and pursuant to the Scheme coming into effect, a mirror shareholding pattern of JIL will be created in the Amalgamated Company.
- (iii) The Amalgamated Company is a wholly owned subsidiary of JIL and upon the amalgamation of JIL into the Amalgamated Company (as contemplated under Amalgamation-2), the equity shares held by JIL and its nominees in the Amalgamated Company will be cancelled and equity shareholders of JIL will be entitled to the equity



shares of the Amalgamated Company.

- (iv) Upon the Scheme coming into effect, the beneficial economic interest of the shareholders of JIL in the equity share capital of the Amalgamated Company would be the same as it is in the equity share capital of JIL.
- (v) The determination of share entitlement ratio would not impact the ultimate value for the shareholders of JIL and the proposed Amalgamation-2 will be value neutral to JIL's shareholders. Therefore, the determination of share entitlement ratio in the instant case and a detailed valuation of JIL and the Amalgamated Company to determine the share entitlement ratio would not be relevant in the present case. Hence, no relative valuation of JIL and the Amalgamated Company is required to be undertaken.

Based on the above, the Share Entitlement Report recommends the share entitlement ratios as follows:

For Amalgamation-1

*The Amalgamating Company-1 holds 71,64,048 equity shares in JIL. The entire issued and paid-up equity as well as 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. Upon the effectiveness of the amalgamation of the Amalgamating Company-1 into JIL, 71,64,048 equity shares held by the Amalgamating Company-1 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.*

*The Amalgamating Company-2 holds 17,36,415 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-2, is held by Hari Shanker Bhartia Family Trust ("**HSB Family Trust**"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-2. Upon the effectiveness of the amalgamation of the Amalgamating Company-2 into JIL, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-2.*

*The Amalgamating Company-3 holds 16,51,879 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-3, is held by Shyam Sunder Bhartia Family Trust ("**SSB Family Trust**"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-3. Upon the effectiveness of the amalgamation of the Amalgamating Company-3 into JIL, 16,51,879 equity shares held by SSBPB in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the SSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-3.*

*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 Scheme coming into effect, 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 Scheme coming into effect, 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*

*For Amalgamation-2*

*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 equity 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 record date, 1 (One) equity share 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 record date.*

**FAIRNESS OPINION**

The purpose of the opinion is to safeguard the interest of the shareholders of JIL and this opinion shall be made available to the Boards of Directors and shareholders of the Companies at the time of their respective meetings to pass the necessary resolutions for the approving and adopting the proposed Scheme and, to the extent mandatorily required under applicable laws of India, may be produced before judicial, regulatory or governmental authorities, in connection with the proposed scheme.

This opinion is restricted to meet the above-mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations, and statutes.

Based on consideration of all relevant factors and circumstances and the fact that the proposed Amalgamation is economically neutral to the shareholders of JIL. We believe that the share exchange ratios and share entitlement ratios as recommended by the independent Registered Valuer, as stated above in our opinion are fair to the shareholders of JIL.

We have reviewed the methodologies and important factors considered by the Valuer for the purpose of providing his recommendation on the Share Exchange Ratio for the purpose of proposed Amalgamations. Based on the foregoing and based on the information and explanation provided to us, in our opinion, the Scheme and Share entitlement ratios are fair and reasonable.

**EXCLUSIONS LIMITATIONS**

- Our fairness opinion is based on the information furnished to us being complete and accurate in all material aspects. We have relied upon the information, explanation and representations provided to us by the management of the company without carrying out any audit, due diligence or other tests to verify their accuracy with limited independent appraisal.
- The procedures performed were limited in nature and as such this report may not necessarily disclose all significant matters or reveal errors or irregularities, if any in the underlying information. Furthermore, such procedures do not constitute an audit,



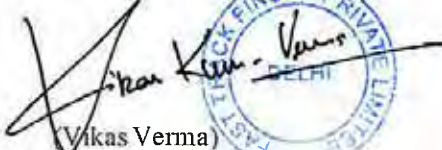
- examination, or review in accordance with generally accepted auditing standards and therefore we do not express an opinion or any other form of assurance on the information presented in our report. We also do not make any representation regarding the sufficiency of procedures performed.
- During the engagement, we were provided with both written and verbal information, including market, financial and operating data as detailed in the section – Source of information.
  - The Management has indicated to us that they have understood that any omissions, inaccuracies, or misstatements may materially affect our fairness opinion.
  - The opinion is intended only for the sole use and information the JIL and JACPL, and in connection with the scheme, including for the purpose of obtaining judicial and regulatory approval for the Scheme. We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on this Opinion.
  - We have assumed that the merger & amalgamation will be consummated on the terms set forth in the Scheme Document and that the final version of the Scheme Document will not change in any material respect from the draft version we have reviewed for the purpose of this opinion.
  - Our fairness opinion is not intended to and does not constitute any recommendation to any shareholder of the company as to how such shareholder should vote or act in connection with the scheme or any matter related therein.
  - Our fairness opinion is not, nor should it be construed as our opinion on/ or certification of compliance of the scheme with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or losses arising therein.
  - We do not express any opinion on the fair value of the equity shares of the company, and/ or the price at which the equity shares of the company may trade at any time, including subsequent to the date of this fairness opinion.
  - This fairness opinion has been issued for the sole purpose to facilitate the company's compliance with regulation 11, regulation 37 & regulation 94 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated 23rd November 2021 or any statutory modification or re-enactment thereof from time to time.
  - We assume no responsibility for the legal description or matters including legal or title considerations. Title to the subject assets, properties, or business interests is assumed to be good and marketable unless otherwise stated.
  - This opinion has been issued for use by the company only and does not owe any responsibility to any third party.
  - The fee for the engagement is not contingent upon the results reported.




---

Respectfully Submitted,

For Fast Track Finsec Pvt Ltd.

  
Vikas Verma  
Director  
DM - 05176480





**National Stock Exchange Of India Limited**

Ref: NSE/LIST/32353

February 17, 2023

The Company Secretary  
Jubilant Industries Limited Plot  
No.15 Knowledge Park – II,  
Greater Noida, Noida – 20130.

**Kind Attn.: Mr. Abhishek Mishra**

Dear Sir,

**Sub: Observation Letter for Draft Scheme of Arrangement between HSSS Investment Holding Private Limited (Amalgamating Company-1), KBHB Investment Holding Private Limited (Amalgamating Company-2), SSBPB Investment Holding Private Limited (Amalgamating Company-3) (together, the “Amalgamating Companies”), Jubilant Industries Limited (“JIL / Company”) and Jubilant Agri and Consumer Products Limited, a wholly-owned subsidiary of the Company (Amalgamated Company) and their respective shareholders and creditors.**

We are in receipt of draft Scheme of Arrangement between HSSS Investment Holding Private Limited (Amalgamating Company-1), KBHB Investment Holding Private Limited (Amalgamating Company-2), SSBPB Investment Holding Private Limited (Amalgamating Company-3) (together, the “Amalgamating Companies”), Jubilant Industries Limited (“JIL / Company”) and Jubilant Agri and Consumer Products Limited, a wholly-owned subsidiary of the Company (Amalgamated Company) and their respective shareholders and creditors Under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated September 03, 2022.

Based on our letter reference no. NSE/LIST/32353 dated November 03, 2022, submitted to SEBI Master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021, and Regulation 94(2) of SEBI (LODR) Regulations 2015, SEBI vide its letter dated February 16, 2023, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a. *Company shall ensure that discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed Company and the stock exchanges.*
- c. *The entities involved in the scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to Transferee Company.*
- d. *Company shall ensure that information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*



Signer: Charmi Chetan Dharod  
Date: Fri, Feb 17, 2023 18:05:35 IST  
Location: NSE



- e. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- f. *Company shall ensure that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
- g. *Company shall ensure to incorporate the details of Assets & Liabilities which are being transferred from Amalgamating Companies to JIL, the details of the Assets & Liabilities which are being transferred from JIL (pursuant to amalgamation of Amalgamating Companies into JIL) to Amalgamated Companies, the details of Assets & Liabilities of Amalgamated Company pursuant to amalgamation of JIL into Amalgamated Company and the rationale for arriving at the respective share entitlement ratios, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.*
- h. *Company shall ensure that the proposed equity shares to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- i. *Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- j. *Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*
- k. *Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
- l. *Company to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed Scheme.*
- m. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

**It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.**

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange’s criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Jubilant ~~Amr Chand Coker Chamber~~ Products Limited is at the discretion of the Exchange.

This Document is Digitally Signed



Shareholder  
Date: Fri, Feb 17, 2023 18:05:35 IST  
Location: NSE

The listing of Jubilant Agri and Consumer Products Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Jubilant Agri and Consumer Products Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited (“NSE”) for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

***“The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc.”***

2. To publish an advertisement in the newspapers containing all the information about Jubilant Agri and Consumer Products Limited in line with the details required as per SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all the material information about Jubilant Agri and Consumer Products Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
  - (a) “The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.”
  - (b) “There shall be no change in the shareholding pattern or control in Jubilant Agri and Consumer Products Limited between the record date and the listing which may affect the status of this approval.”

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 17, 2023, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

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**The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.**

Yours faithfully,  
For National Stock Exchange of India Limited

Charmi Dharod  
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:  
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



Signer: Charmi Chetan Dharod  
Date: Fri, Feb 17, 2023 18:05:35 IST  
Location: NSE



DCS/AMAL/TL/IP/2656/2022-23

February 17, 2023

The Company Secretary,  
**Jubilant Industries Ltd.**  
 Bhartiagram, District :Jyotiba  
 Phoolay Nagar, Gajraula,  
 Uttar Pradesh, 244223

Dear Sir,

**Sub: Observation letter regarding the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited and KBHB Investment Holding Private Limited and SSBPB Investment Holding Private Limited and Jubilant Industries Limited (JIL) and Jubilant Agri and Consumer Products Limited and their respective Shareholders and Creditors**

We are in receipt of the Scheme of Arrangement of Jubilant Industries Ltd. as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 16, 2023 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- a) "Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b) "Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- c) "Company shall ensure compliance with the SEBI circulars issued from time to time."
- d) "The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- e) "Company is advised that the information pertaining to all the Unlisted Companies involved, if any, in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g) "Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- h) "Company is advised to incorporate the details of Assets and Liabilities which are being transferred from Amalgamating Companies to JIL , the details of Assets and Liabilities which are being transferred from JIL (pursuant to amalgamation of Amalgamating Companies into JIL) to Amalgamated Company, the details of Assets and liabilities of the Amalgamated Company pursuant to the amalgamation of JIL into Amalgamated Company and the rationale for arriving of the share entitlement ratios, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013.
- i) "Company is advised that the proposed equity shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- j) "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
 Registered Office : 25<sup>th</sup> Floor, Upper, Dalal Street, Mumbai 400 001 India  
 T: +91 22 2272 1233/34 E: corp.comm@bseindia.com www.bseindia.com  
 Corporate Identity Number : L67120MH2005PLG155188

- k) "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- l) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."
- m) "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n) "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose Information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of Jubilant Agri and Consumer Products Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, Jubilant Agri and Consumer Products Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Jubilant Agri and Consumer Products Limited is at the discretion of the Exchange. In addition to the above, the listing of Jubilant Agri and Consumer Products Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Jubilant Agri and Consumer Products Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all details of Jubilant Agri and Consumer Products Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.

3. To disclose all the material information about Jubilant Agri and Consumer Products Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
  - "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
  - "There shall be no change in the shareholding pattern of Jubilant Agri and Consumer Products Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

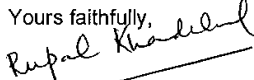
The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,  
  
Rupal Khandelwal  
Assistant General Manager

  
Ganmayi Lele  
Assistant Manager





October 19, 2022

To,

**The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001**

**Scrp Code/Symbol: 533320/JUBLINDS**

**Sub: Report on Complaints in terms of Para A.6. of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIU/CIR/P/2021/0000000665 dated November 23, 2021 as amended from time to time ("SEBI Master Circular")**

**Re: Application No. 158962 pursuant to Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of obtaining 'No-Objection Letter' for the proposed draft Composite Scheme of Arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("the Draft Scheme")**

Dear Sir,

This is in regard to the Scheme filed under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, by the Company with the BSE Limited ("BSE") on September 3, 2022.

With reference to our above application (BSE Application No. 158962), we hereby submit the 'Report on Complaints' as Annexure-I to this letter, which contains the details of complaints received, if any, by the Company on the Draft Scheme, as required under Para A.6. of Part I of SEBI Master Circular.

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

[investorsjil@jubl.com](mailto:investorsjil@jubl.com)

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



The Report on Complaints is also being uploaded on the website of the Company, as per the requirement of the SEBI Master Circular.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For **Jubilant Industries Limited**

**ABHISHEK** Digitally signed by  
ABHISHEK MISHRA  
**MISHRA** Date: 2022.10.19  
18:38:45 +05'30'

**Abhishek Mishra**  
**Company Secretary and Compliance Officer**

Encl: as above



## Report on Complaints

**Period of Complaints Report:** September 26, 2022 to October 17, 2022

### Part A

<b>Sr. No.</b>	<b>Particulars</b>	<b>Number</b>
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

### Part B

<b>Sr. No.</b>	<b>Name of complainant</b>	<b>Date of complaint</b>	<b>Status (Resolved/Pending)</b>
Not Applicable			



October 10, 2022

To,  
**Manager - Listing Compliance,**  
**National Stock Exchange of India Limited**  
 Exchange Plaza, Plot No. C/ 1, G Block,  
 Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051  
**Symbol: JUBLINDS**

**Sub: Report on Complaints in terms of Para A.6. of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIU/CIR/P/2021/0000000665 dated November 23, 2021 as amended from time to time ("SEBI Master Circular")**

**Re: Application No. 32353 pursuant to Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of obtaining 'No-Objection Letter' for the proposed draft Composite Scheme of Arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("the Draft Scheme")**

Dear Sir,

This is in regard to the Scheme filed under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, by the Company with the National Stock Exchange of India Limited ("NSE") on September 3, 2022.

With reference to our above application (NSE Application No. 32353), we hereby submit the 'Report on Complaints' as Annexure-I to this letter, which contains the details of complaints received, if any, by the Company on the Draft Scheme, as required under Para A.6. of Part I of SEBI Master Circular.

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**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

[investorsjil@jubl.com](mailto:investorsjil@jubl.com)

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



The Report on Complaints is also being uploaded on the website of the Company, as per the requirement of the SEBI Master Circular.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For **Jubilant Industries Limited**

**ABHISHEK**  
**MISHRA**

Digitally signed by ABHISHEK MISHRA  
DN: c=IN, o=Uttar Pradesh,  
2.5.4.20=50828d56b2e0c49f0ae01ab0142a0e17c6b0  
2e0288e921c346e0c0e0e0e, postalCode=201306,  
street=gs 1207 ayi heightz zee11 greater road,localitar  
Pradesh 201306,  
pseudoym=abhishek34417320d8669512c6504,  
serialNumber=5213348c5199709d10c253a5bd10ad34  
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cn=ABHISHEK MISHRA  
Date: 2022.10.11 12:18:01 +05'30'

**Abhishek Mishra**  
**Company Secretary and Compliance Officer**

Encl: as above



### Report on Complaints

Period of Complaints Report: September 15, 2022 to October 6, 2022

#### Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

#### Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			





**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF JUBILANT INDUSTRIES LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013**

**1. Background**

1.1 The proposed composite scheme of arrangement (“Scheme”) between HSSS Investment Holding Private Limited (“Amalgamating Company-1”), KBHB Investment Holding Private Limited (“Amalgamating Company-2”), SSBPB Investment Holding Private Limited (“Amalgamating Company-3”) (collectively, the “Amalgamating Companies”), Jubilant Industries Limited (“Company/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 (“Act”) was approved by the board of directors of the Company (“Board”) vide resolution dated August 12, 2022.

1.2 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 vide resolution dated March 13, 2023.

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

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

1.5 The provisions of Section 232(2)(c) of the Act requires the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties, if any.

1.6 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ placed before the Board:

- (i) the Scheme as approved by the Board pursuant to resolutions dated August 12, 2022 and March 13, 2023;
- (ii) Report of the Audit Committee of the Company dated August 12, 2022;
- (iii) Report of the Committee of Independent Directors of the Company dated August 9, 2022;
- (iv) the fair share entitlement & share swap ratio report dated August 9, 2022 issued by Mr. Subodh Kumar (IBBI Registration No: IBBI/RV/05/2019/11705) recommending the fair share entitlement/ swap ratios for the proposed Amalgamation-1 and Amalgamation-2, respectively (“Share Entitlement/Swap Ratio Report”); and



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OUR VALUES



**Jubilant Industries Limited**

Plot No 15, Knowledge Park II,  
Greater Noida, Distt. Gautam  
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Fax: +91 120 7186140  
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Regd Office:  
Bhartiagram, Gajraula  
Distt. Amroha-244 223  
UP, India  
CIN: L24100UP2007PLC032909  
Email: investorjil@jubil.com



(v) the fairness opinion dated August 9, 2022 issued by Fast Track Finsec Private Limited, a SEBI Registered (Category – I) Merchant Banker (“**Fairness Opinion**”).

1.7 The Board noted the rationale for the Scheme, as set forth in detail in the Scheme, and is therefore not reiterated in this report.

2. **Effect of the Scheme in terms of Section 232(2)(c) of the Act**

<b>EFFECT OF THE SCHEME ON</b>	
<b>S. No.</b>	
1.	<p><b>Employees / Key Managerial Personnel (“KMPs”) of the Company</b></p>
	<p style="text-align: center;"><b>Amalgamation-1</b></p> <p>The employees including KMPs of the Company shall not be affected pursuant to Amalgamation-1 since they will not be transferred and shall remain with the Company.</p> <p style="text-align: center;"><b>Amalgamation-2</b></p> <p>In terms of Clause 5.1 of Part C of the Scheme, upon the Effective Date, the employees of the Company as on the Effective Date, if any, shall be deemed to have become employees of the Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Company on the Effective Date. The services of such employees, if any, with the Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.</p> <p>In terms of Clause 5.2 of Part C of the Scheme, upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Company as on the Appointed Date, if any, shall be made by the Amalgamated Company in accordance with the provisions of such schemes or funds and Applicable Law.</p> <p>In terms of Clause 5.3 of Part C of the Scheme, upon the Effective Date, the treatment of the options granted by the Company prior to the Effective Date, shall be as under:</p> <p>(i) The Amalgamated Company shall adopt the Existing ESOP Schemes as per the terms hereunder and subject to Applicable Law. The Existing ESOP Schemes as adopted by the Amalgamated Company is referred to as the “<b>New ESOP Schemes</b>”.</p>





		<p>(ii) With respect to the stock options granted by the Company prior to the Effective Date under the Existing ESOP Schemes, the same would continue to be held by such option holders, and upon the Effective Date, all such option holders (whether the options granted to such option holders are vested or not) shall also be issued the stock options by the Amalgamated Company under the New ESOP Schemes on a proportionate basis.</p> <p>(iii) The Company shall be responsible for issuance of its shares upon exercise of the stock options granted by it prior to the Effective Date under the Existing ESOP Schemes to the option holders. Similarly, the Amalgamated Company shall be responsible for issuance of its shares under the New ESOP Schemes after the Effective Date, upon exercise of the stock options granted by the Amalgamated Company pursuant to Clause 5.3(ii) to the option holders holding stock options prior to the Effective Date in the Company.</p> <p>(iv) Any treatment of stock options (including adjustments to the exercise price of stock options) shall not be less favorable than existing terms of the stock options granted under the Existing ESOP Schemes and shall not be prejudicial to the interest of the employees.</p> <p>(v) While granting stock options to the existing option holders in the Company, it shall be the responsibility of the Amalgamated Company to take into account the period during which the employees held stock options granted by the Company, for determining the vesting dates and exercise dates for stock options granted by the Amalgamated Company.</p>
2.	Shareholders including Promoter and Non-Promoter Shareholders of the Company	<p>The Company has only a single class of shareholders being the equity shareholders of the Company.</p> <p>Amalgamation-1</p> <p>In terms of Clause 10.2 of Part B of the Scheme, the following shall be deemed to have occurred and taken effect:</p> <p>(i) The Amalgamating Company-1 holds 71,64,048 equity shares in the Company 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</p>





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 the Company is concerned, upon the Effective Date, 71,64,048 equity shares held by the Amalgamating Company-1 in the Company shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Company 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 the Company 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 the Company is concerned, upon the Effective Date, 17,36,415 equity shares held by the Amalgamating Company-2 in the Company shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Company 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 the Company 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 Amalgamating Company-3. In so far as the amalgamation of the Amalgamating Company-3 into the Company is concerned, upon the Effective Date, 16,51,879 equity shares held by the Amalgamating Company-3 in the Company shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Company shall issue and allot the same number of Amalgamation-1







		<p>Shares to the SSB Family Trust, through its trustees/nominees.</p> <p>(iv) In the event the Amalgamating Company-1, Amalgamating Company- 2 and/ or Amalgamating Company-3 acquire(s) any additional equity shares of the Company, 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 the Company, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of the Company, as may be held by the Amalgamating Company-1, Amalgamating Company-2 and/ or Amalgamating Company-3 in the Company 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 clauses, respectively.</p> <p>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 the Company pursuant to Amalgamation-1.</p> <p>Accordingly, upon the Effective Date, the equity shareholders of the Amalgamating Companies shall become equity shareholders of the Company to the extent of their respective equity shareholding in the Amalgamating Companies prior to the Effective Date.</p> <p>Thereafter, the Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2 of Part B of the Scheme shall be listed and/or admitted to trading on the Stock Exchanges where the equity shares of the Company are listed and/or admitted to trading in accordance with applicable law</p> <p style="text-align: center;"><u>Amalgamation 2</u></p> <p>The Amalgamated Company is a wholly owned subsidiary of the Company.</p> <p>In terms of Clause 10.2 of Part C of the Scheme, upon the Effective Date, the equity shares of the Amalgamated Company held by the Company shall be automatically cancelled and have no effect on and from the Effective Date.</p>
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		<p>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 the Company held by the equity shareholders of the Company 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 the Company whose name is recorded in the register of members of the Company as holder of shares as of the Amalgamation-2 Record Date.</p> <p>Thereafter, upon the Effective Date, the Company 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.</p> <p>Accordingly, upon the Effective Date, the equity shareholders of the Company shall become equity shareholders of the Amalgamated Company to the extent of their respective equity shareholding in the Company prior to the Effective Date. In other words, a mirror of shareholding pattern of the Company will be created in the Amalgamated Company and the beneficial economic interest of the promoters as well as public shareholders of the Company (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 the Company and thus be value-neutral to the shareholders of the Company.</p>
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### 3. Valuation

- 3.1 The Share Entitlement/ Swap Ratio Report recommends the share entitlement ratios for the proposed Amalgamation-1 as under:

*“The Amalgamating Company-1 holds 71,64,048 equity shares in JIL. The entire issued and paid-up equity as well as 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. Upon the effectiveness of the amalgamation of the Amalgamating Company-1 into JIL, 71,64,048 equity shares held by the Amalgamating Company-1 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.*



*The Amalgamating Company-2 holds 17,36,415 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-2, is held by Hari Shanker Bhartia Family Trust (“HSB Family Trust”), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-2. Upon the effectiveness of the amalgamation of the Amalgamating Company-2 into JIL, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL shall stand cancelled and simultaneously and concurrent*





with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-2.

The Amalgamating Company-3 holds 16,51,879 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-3, is held by Shyam Sunder Bhartia Family Trust ("SSB Family Trust"), through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company-3. Upon the effectiveness of the amalgamation of the Amalgamating Company-3 into JIL, 16,51,879 equity shares held by SSBPB in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the SSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-3.

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 Scheme coming into effect, 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 Scheme coming into effect, 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."

- 3.2 The Share Entitlement/ Swap Ratio Report recommends the share swap ratio for the proposed Amalgamation-2 as under:

"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 equity 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 record date, 1 (One) equity share 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 record date."

- 3.3 Further, since the equity shares of JIL are listed on the Stock Exchanges (i.e. National Stock Exchange of India Limited and BSE Limited), the above mentioned Fairness Opinion was obtained as per the SEBI Master Circular dated November 23, 2021. The Fairness Opinion has been issued in respect of the Share Entitlement/ Swap Ratio Report.

- 3.4 No special valuation difficulties were reported by the valuers.

#### **4. Adoption of the Report by the Board**

- 4.1 The Board has adopted this report after noting and considering the information set forth in this report.

**Certified True Copy  
For and on behalf of Jubilant Industries Limited**

  
**Abhishek Kamra  
Company Secretary**



**Date:** May 25, 2023

**Place:** Gurugram

# HSSS INVESTMENT HOLDING PRIVATE LIMITED Annexure 9

(CIN: U67100UP2013PTC054927)

Registered office: Plot No.1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh, 201301, India.

Tel: +91 120 4361000; Email: corporate.enpro@jepl.com

## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HSSS INVESTMENT HOLDING PRIVATE LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

### 1. Background

- 1.1 The proposed composite scheme of arrangement (“**Scheme**”) between HSSS Investment Holding Private Limited (“**Company**”), KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (together, the “**Amalgamating Companies**”), 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 (“**Act**”) was approved by the board of directors of the Company (“**Board**”) *vide* resolution dated 12<sup>th</sup> August, 2022.
- 1.2 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 *vide* resolution dated 13<sup>th</sup> March, 2023.
- 1.3 Capitalized terms used but not defined in this report shall have the meanings as ascribed to such terms under the Scheme.
- 1.4 The Scheme provides for the amalgamation of the Amalgamating Companies into JIL (“**Amalgamation-1**”), followed by the amalgamation of JIL into the Amalgamated Company, both, on a going concern basis. Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for its equity shares.
- 1.5 The provisions of Section 232(2)(c) of the Act requires the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties, if any.
- 1.6 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ placed before the Board:
  - (i) the Scheme as approved by the Board pursuant to resolutions dated 12th August, 2022 and 13th March, 2023;
  - (ii) the fair share entitlement & share swap ratio report dated 09<sup>th</sup> August, 2022 issued by Mr. Subodh Kumar (IBBI Registration No: IBBI/RV/05/2019/11705), recommending, *inter alia*, the fair share entitlement ratio for the proposed amalgamation of the Company into JIL (“**Share Entitlement Report**”); and
  - (iii) the fairness opinion dated 09<sup>th</sup> August, 2022 issued by Fast Track Finsec Private Limited, a SEBI Registered (Category – I) Merchant Banker (“**Fairness Opinion**”).



1.7 The Board noted the rationale for the Scheme, as set forth in detail in the Scheme, and is therefore not reiterated in this report.

2. **Effect of the Scheme in terms of Section 232(2)(c) of the Act**

S. NO.	EFFECT OF THE SCHEME ON	
1.	Employees/Key Managerial Personnel ("KMPs") of the Company	<p>In terms of Clause 5.1 of Part B of the Scheme, upon the Effective Date, the employees of the Company as on the Effective Date, if any, shall be deemed to have become employees of JIL, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Company on the Effective Date. The services of such employees, if any, with the Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.</p> <p>Further, in terms of Clause 5.2 of Part B of the Scheme, upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Company as on the Appointed Date, if any, shall be made by JIL in accordance with the provisions of such schemes or funds and Applicable Law.</p> <p>Moreover, in terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, the Company shall stand dissolved without being wound up. In these circumstances, the KMP's of the Company will cease to be the KMPs of the Company.</p>
2.	Directors of the Company	<p>In terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, the Company shall stand dissolved without being wound up and accordingly, the Board shall cease to exist.</p>
3.	Promoter and Non-Promoter Shareholders of the Company	<p>The Company has two classes of shareholders, namely equity shareholders and 7.60% non-cumulative non-convertible redeemable preference shareholders.</p>





S. NO.	EFFECT OF THE SCHEME ON	
		<p style="text-align: center;"><u>Amalgamation-1</u></p> <p>The Company holds 71,64,048 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Company is held by Hari Shanker Bhartia Family Trust (“<b>HSB Family Trust</b>”) and Shyam Sunder Bhartia Family Trust (“<b>SSB Family Trust</b>”), in equal proportion, through their respective trustees/nominees. In so far as the amalgamation of the Company into JIL is concerned, upon the Effective Date, 71,64,048 equity shares held by the Company 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.</p> <p>In the event the Company acquires any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Company 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 Company 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 Company pursuant to Clause 10.2 (i) of Part B of the Scheme.</p> <p>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.</p> <p>Thereafter, upon the Effective Date, the Company shall stand dissolved without being wound up.</p> <p>Accordingly, upon the Amalgamation-1 coming into effect, the equity and preference shareholders of the Company shall become equity shareholders of JIL to the extent of their respective equity shareholding in the</p>



S. NO.	EFFECT OF THE SCHEME ON
	<p>Company prior to the Effective Date.</p> <p>Thereafter, the Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2 of Part B of the Scheme 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</p> <p style="text-align: center;"><u>Amalgamation-2</u></p> <p>The Amalgamated Company is a wholly owned subsidiary of JIL.</p> <p>In terms of Clause 10.2 of Part C of the Scheme, 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.</p> <p>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.</p> <p>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</p>



S. NO.	EFFECT OF THE SCHEME ON
	any economic impact on the ultimate value of the shareholders of JIL and thus be value-neutral to the shareholders of JIL

### 3. Valuation

- 3.1 The Share Entitlement Report recommends a fair share entitlement ratio for the proposed amalgamation of the Company into JIL as under:

*“The Amalgamating Company-1 holds 71,64,048 equity shares in JIL. The entire issued and paid-up equity as well as 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. Upon the effectiveness of the amalgamation of the Amalgamating Company-1 into JIL, 71,64,048 equity shares held by the Amalgamating Company-1 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion.”*


*“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 Scheme coming into effect, 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 Scheme coming into effect 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.”*

- 3.2 Further, since the equity shares of JIL are listed on the Stock Exchanges, the above mentioned Fairness Opinion was obtained. The Fairness Opinion has been issued in respect of the Share Entitlement Valuation Report.
- 3.3 No special valuation difficulties were reported by the valuers.

### 4. Adoption of the Report by the Board

- 4.1 The Board has adopted this report after noting and considering the information set forth in this report.

**Certified True Copy**  
**For and on behalf of HSSS Investment Holding Private Limited**

  
**Parveen Kumar Goyal**  
**Director**  
**DIN: 05275246**



**Date: 13.03.2023**  
**Place: Noida**



# KBHB INVESTMENT HOLDING PRIVATE LIMITED

Annexure 10

CIN: U67100UP2013PTC054992

Regd. Office: Plot No. 1A, Sector 16 A, NOIDA – 201 301, UP, India

Tel: + 91 120 4361000; Email: corporate.enpro@jepl.com

## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF KBHB INVESTMENT HOLDING PRIVATE LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

### 1. Background

- 1.1 The proposed composite scheme of arrangement (“**Scheme**”) between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited (“**Company**”), SSBPB Investment Holding Private Limited (together, the “**Amalgamating Companies**”), 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 (“**Act**”) was approved by the board of directors of the Company (“**Board**”) *vide* resolution dated 12<sup>th</sup> August, 2022.
- 1.2 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 *vide* resolution dated 13<sup>th</sup> March, 2023.
- 1.3 Capitalized terms used but not defined in this report shall have the meanings as ascribed to such terms under the Scheme.
- 1.4 The Scheme provides for the amalgamation of the Amalgamating Companies into JIL (“**Amalgamation-1**”), followed by the amalgamation of JIL into the Amalgamated Company, both, on a going concern basis. Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for its equity shares.
- 1.5 The provisions of Section 232(2)(c) of the Act requires the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties, if any.
- 1.6 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ placed before the Board:
  - (i) the Scheme as approved by the Board pursuant to resolutions dated 12<sup>th</sup> August, 2022 and 13<sup>th</sup> March, 2023;
  - (ii) the fair share entitlement & share swap ratio report dated 09<sup>th</sup> August, 2022 issued by Mr. Subodh Kumar (IBBI Registration No: IBBI/RV/05/2019/11705), recommending, *inter alia*, the fair share entitlement ratio for the proposed amalgamation of the Company into JIL (“**Share Entitlement Report**”); and
  - (iii) the fairness opinion dated 09<sup>th</sup> August, 2022 issued by Fast Track Finsec Private Limited, a SEBI Registered (Category – I) Merchant Banker (“**Fairness Opinion**”).



1.7 The Board noted the rationale for the Scheme, as set forth in detail in the Scheme, and is therefore not reiterated in this report.

2. **Effect of the Scheme in terms of Section 232(2)(c) of the Act**

S. NO.	EFFECT OF THE SCHEME ON	
1.	Employees/Key Managerial Personnel (“KMPs”) of the Company	<p>In terms of Clause 5.1 of Part B of the Scheme, upon the Effective Date, the employees of the Company as on the Effective Date, if any, shall be deemed to have become employees of JIL, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Company on the Effective Date. The services of such employees, if any, with the Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.</p> <p>Further, in terms of Clause 5.2 of Part B of the Scheme, upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Company as on the Appointed Date, if any, shall be made by JIL in accordance with the provisions of such schemes or funds and Applicable Law.</p> <p>Moreover, in terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, the Company shall stand dissolved without being wound up. In these circumstances, the KMP’s of the Company will cease to be the KMPs of the Company.</p>
2.	Directors of the Company	<p>In terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, the Company shall stand dissolved without being wound up and accordingly, the Board shall cease to exist.</p>
3.	Promoter and Non-Promoter Shareholders of the Company	<p>The Company has two classes of shareholders, namely equity shareholders and 7.60% non-cumulative non-convertible redeemable preference shareholders.</p>



S. NO.	EFFECT OF THE SCHEME ON
	<p style="text-align: center;"><u>Amalgamation-1</u></p> <p>The Company holds 17,36,415 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Company is held by Hari Shanker Bhartia Family Trust (“<b>HSB Family Trust</b>”), through its trustees/nominees. In so far as the amalgamation of the Company into JIL is concerned, upon the Effective Date, 17,36,415 equity shares held by the Company 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.</p> <p>In the event the Company acquires any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Company 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 Company 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 Company pursuant to Clause 10.2 (ii) of Part B of the Scheme.</p> <p>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.</p> <p>Thereafter, upon the Effective Date, the Company shall stand dissolved without being wound up.</p> <p>Accordingly, upon the Amalgamation-1 coming into effect, the equity and preference shareholders of the Company shall become equity shareholders of JIL to the extent of their respective equity shareholding in the Company prior to the Effective Date.</p> <p>Thereafter, the Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2</p>



S. NO.	EFFECT OF THE SCHEME ON
	<p>of Part B of the Scheme 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.</p> <p style="text-align: center;"><u>Amalgamation-2</u></p> <p>The Amalgamated Company is a wholly owned subsidiary of JIL.</p> <p>In terms of Clause 10.2 of Part C of the Scheme, 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.</p> <p>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.</p> <p>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.</p>





### 3. Valuation

- 3.1 The Share Entitlement Report recommends a fair share entitlement ratio for the proposed amalgamation of the Company into JIL as under:

*“The Amalgamating Company-1 holds 17,36,415 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-2, is held by Hari Shanker Bhartia Family Trust (“**HSB Family Trust**”), being the sole equity and preference shareholder of the Amalgamating Company-2. Upon the effectiveness of the amalgamation of the Amalgamating Company-2 into JIL, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the HSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-2.”*

*“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 Scheme coming into effect, 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 Scheme coming into effect 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.”*

- 3.2 Further, since the equity shares of JIL are listed on the Stock Exchanges, the above mentioned Fairness Opinion was obtained. The Fairness Opinion has been issued in respect of the Share Entitlement Valuation Report.
- 3.3 No special valuation difficulties were reported by the valuers

### 4. Adoption of the Report by the Board

- 4.1 The Board has adopted this report after noting and considering the information set forth in this report.

**Certified True Copy**

**For and on behalf of KBHB Investment Holding Private Limited**

**Parveen Kumar Goyal**  
**Director**  
**DIN: 05275246**



**Date: 13.03.2023**  
**Place: Noida**

# SSBPB INVESTMENT HOLDING PRIVATE LIMITED

CIN: U70102UP2013PTC054995

Regd. Office: Plot No. 1A, Sector 16 A, NOIDA – 201 301, UP, India

Tel: + 91 120 4361000; Email: corporate.enpro@jepl.com

## REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SSBPB INVESTMENT HOLDING PRIVATE LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

### 1. Background

- 1.1 The proposed composite scheme of arrangement (“**Scheme**”) between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (“**Company**”), (together, the “**Amalgamating Companies**”), 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 (“**Act**”) was approved by the board of directors of the Company (“**Board**”) *vide* resolution dated 12<sup>th</sup> August, 2022.
- 1.2 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 *vide* resolution dated 13<sup>th</sup> March, 2023.
- 1.3 Capitalized terms used but not defined in this report shall have the meanings as ascribed to such terms under the Scheme.
- 1.4 The Scheme provides for the amalgamation of the Amalgamating Companies into JIL (“**Amalgamation-1**”), followed by the amalgamation of JIL into the Amalgamated Company, both, on a going concern basis. Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for its equity shares.
- 1.5 The provisions of Section 232(2)(c) of the Act requires the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties, if any.
- 1.6 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ placed before the Board:
  - (i) the Scheme as approved by the Board pursuant to resolutions dated 12<sup>th</sup> August, 2022 and 13<sup>th</sup> March, 2023;
  - (ii) the fair share entitlement & share swap ratio report dated 09<sup>th</sup> August, 2022 issued by Mr. Subodh Kumar (IBBI Registration No: IBBI/RV/05/2019/11705), recommending, *inter alia*, the fair share entitlement ratio for the proposed amalgamation of the Company into JIL (“**Share Entitlement Report**”); and
  - (iii) the fairness opinion dated 09<sup>th</sup> August, 2022 issued by Fast Track Finsec Private Limited, a SEBI Registered (Category – I) Merchant Banker (“**Fairness Opinion**”).





1.7 The Board noted the rationale for the Scheme, as set forth in detail in the Scheme, and is therefore not reiterated in this report.

**2. Effect of the Scheme in terms of Section 232(2)(c) of the Act**

S. NO.	EFFECT OF THE SCHEME ON	
1.	Employees/Key Managerial Personnel (“KMPs”) of the Company	<p>In terms of Clause 5.1 of Part B of the Scheme, upon the Effective Date, the employees of the Company as on the Effective Date, if any, shall be deemed to have become employees of JIL, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Company on the Effective Date. The services of such employees, if any, with the Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.</p> <p>Further, in terms of Clause 5.2 of Part B of the Scheme, upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Company as on the Appointed Date, if any, shall be made by JIL in accordance with the provisions of such schemes or funds and Applicable Law.</p> <p>Moreover, in terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, the Company shall stand dissolved without being wound up. In these circumstances, the KMP’s of the Company will cease to be the KMPs of the Company.</p>
2.	Directors of the Company	<p>In terms of Clause 13.1 of Part B of the Scheme, upon the Effective Date, the Company shall stand dissolved without being wound up and accordingly, the Board shall cease to exist.</p>
3.	Promoter and Non-Promoter Shareholders of the Company	<p>The Company has two classes of shareholders, namely equity shareholders and 7.60% non-cumulative non-convertible redeemable preference shareholders.</p>



S. NO.	EFFECT OF THE SCHEME ON
	<p style="text-align: center;"><u>Amalgamation-1</u></p> <p>The Company holds 16,51,879 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Company is held by Shyam Sunder Bhartia Family Trust (“<b>SSB Family Trust</b>”), through its trustees/nominees. In so far as the amalgamation of the Company into JIL is concerned, upon the Effective Date, 16,51,879 equity shares held by the Company 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.</p> <p>In the event the Company acquires any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Company 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 Company 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 Company pursuant to Clause 10.2 (iii) of Part B of the Scheme.</p> <p>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.</p> <p>Thereafter, upon the Effective Date, the Company shall stand dissolved without being wound up.</p> <p>Accordingly, upon the Amalgamation-1 coming into effect, the equity and preference shareholders of the Company shall become equity shareholders of JIL to the extent of their respective equity shareholding in the Company prior to the Effective Date.</p> <p>Thereafter, the Amalgamation-1 Shares issued and allotted pursuant to Clause 10.2</p>



S. NO.	EFFECT OF THE SCHEME ON
	<p>of Part B of the Scheme 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.</p> <p style="text-align: center;"><u>Amalgamation-2</u></p> <p>The Amalgamated Company is a wholly owned subsidiary of JIL.</p> <p>In terms of Clause 10.2 of Part C of the Scheme, 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.</p> <p>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.</p> <p>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.</p>



### 3. Valuation

- 3.1 The Share Entitlement Report recommends a fair share entitlement ratio for the proposed amalgamation of the Company into JIL as under:

*“The Amalgamating Company-1 holds 16,51,879 equity shares in JIL. The entire issued and paid-up equity as well as preference share capital of the Amalgamating Company-3, is held by Shyam Sunder Bhartia Family Trust (“SSB Family Trust”), being the sole equity and preference shareholder of the Amalgamating Company-3. Upon the effectiveness of the amalgamation of the Amalgamating Company-3 into JIL, 16,51,879 equity shares held by the Amalgamating Company-3 in JIL shall stand cancelled and simultaneously and concurrent with such cancellation, JIL shall issue the same number of equity shares to the SSB Family Trust, being the sole equity and preference shareholder of the Amalgamating Company-3.”*

*“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 Scheme coming into effect, 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 Scheme coming into effect 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.”*

- 3.2 Further, since the equity shares of JIL are listed on the Stock Exchanges, the above mentioned Fairness Opinion was obtained. The Fairness Opinion has been issued in respect of the Share Entitlement Valuation Report.
- 3.3 No special valuation difficulties were reported by the valuers.

### 4. Adoption of the Report by the Board

- 4.1 The Board has adopted this report after noting and considering the information set forth in this report.

**Certified True Copy**

**For and on behalf of SSBPB Investment Holding Private Limited**

**Parveen Kumar Goyal**  
**Director**  
**DIN: 05275246**



**Date: 13.03.2023**

**Place: Noida**





**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013**

**1. Background**

- 1.1 The proposed composite scheme of arrangement (“Scheme”) between HSSS Investment Holding Private Limited (“Amalgamating Company-1”), KBHB Investment Holding Private Limited (“Amalgamating Company-2”), SSBPB Investment Holding Private Limited (“Amalgamating Company-3”) (collectively, the “Amalgamating Companies”), 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 (“Act”) was approved by the board of directors of the Company (“Board”) *vide* resolution dated August 12, 2022.
- 1.2 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 *vide* resolution dated March 13, 2023.
- 1.3 Capitalized terms used but not defined in this report shall have the meanings as ascribed to such terms under the Scheme.
- 1.4 The Scheme provides for the amalgamation of the Amalgamating Companies into JIL (“Amalgamation-1”), followed by the amalgamation of JIL into the Amalgamated Company (“Amalgamation-2”), both, on a going concern basis. Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for its equity shares.
- 1.5 The provisions of Section 232(2)(c) of the Act requires the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties, if any.
- 1.6 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ placed before the Board:
- (i) the Scheme as approved by the Board pursuant to resolutions dated August 12, 2022 and March 13, 2023;

**A Jubilant Industries Company**

OUR VALUES



**Jubilant Agri and Consumer Products Limited**

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[investorsjil@jubl.com](mailto:investorsjil@jubl.com)



- (ii) the fair share entitlement & share swap ratio report dated August 9, 2022 issued by Mr. Subodh Kumar (IBBI Registration No: IBBI/RV/05/2019/11705) recommending the fair share entitlement/swap ratios for the proposed Amalgamation-1 and Amalgamation-2, respectively (“**Share Entitlement/Swap Ratio Report**”); and
- (iii) the fairness opinion dated August 9, 2022 issued by Fast Track Finsec Private Limited, a SEBI Registered (Category – I) Merchant Banker (“**Fairness Opinion**”).

1.7 The Board noted the rationale for the Scheme, as set forth in detail in the Scheme, and is therefore not reiterated in this report.

**2. Effect of the Scheme in terms of Section 232(2)(c) of the Act**

S. No.	EFFECT OF THE SCHEME ON	
1.	Employees / Key Managerial Personnel (“ <b>KMPs</b> ”) of the Amalgamated Company	<p>The employees including KMPs of the Amalgamated Company shall not be affected pursuant to the Scheme since they will not be transferred and shall remain with the Amalgamated Company.</p> <p>In terms of Clause 5.1 of Part C of the Scheme, upon the Effective Date, the employees of JIL as on the Effective Date, if any, shall be deemed to have become employees of the Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to JIL on the Effective Date. The services of such employees, if any, with JIL up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.</p> <p>In terms of Clause 5.2 of Part C of the Scheme, upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of JIL as on the Appointed Date, if any, shall be made by the Amalgamated Company in accordance with the provisions of such schemes or funds and Applicable Law.</p> <p>In terms of Clause 5.3 of Part C of the Scheme, upon the Effective Date, the</p>





		<p>treatment of the options granted by JIL prior to the Effective Date, shall be as under:</p> <p>(i) The Amalgamated Company shall adopt the Existing ESOP Schemes as per the terms hereunder and subject to Applicable Law. The Existing ESOP Schemes as adopted by the Amalgamated Company is referred to as the “<b>New ESOP Schemes</b>”.</p> <p>(ii) With respect to the stock options granted by JIL prior to the Effective Date under the Existing ESOP Schemes, the same would continue to be held by such option holders, and upon the Effective Date, all such option holders (whether the options granted to such option holders are vested or not) shall also be issued the stock options by the Amalgamated Company under the New ESOP Schemes on a proportionate basis.</p> <p>(iii) JIL shall be responsible for issuance of its shares upon exercise of the stock options granted by it prior to the Effective Date under the Existing ESOP Schemes to the option holders. Similarly, the Amalgamated Company shall be responsible for issuance of its shares under the New ESOP Schemes after the Effective Date, upon exercise of the stock options granted by the Amalgamated Company pursuant to (ii) to the option holders holding stock options prior to the Effective Date in JIL.</p> <p>(iv) Any treatment of stock options (including adjustments to the exercise price of stock options) shall not be less favorable than existing terms of the stock options granted under the Existing ESOP Schemes and shall not be prejudicial to the interest of the employees.</p> <p>(v) While granting stock options to the existing option holders in JIL, it shall be the responsibility of the Amalgamated Company to take into account the period during which the employees held stock options granted by JIL, for determining the vesting dates and exercise dates for stock options granted by the Amalgamated Company.</p>
2.	Shareholders including Promoter and Non-Promoter Shareholders of the Company	The Amalgamated Company has only a single class of shareholders being the equity shareholders of the Amalgamated Company.



		<p>The Amalgamated Company is a wholly owned subsidiary of JIL.</p> <p>In terms of Clause 10.2 of Part C of the Scheme, 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.</p> <p>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.</p> <p>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 that the amalgamation would not have any economic impact on the ultimate value of the shareholders of JIL and thus be value-neutral to its shareholders.</p>
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### **3. Valuation**

- 3.1 The Share Entitlement/ Swap Ratio Report recommends a share entitlement ratio for the proposed Amalgamation-2 as under:

*“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 equity 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 record date, 1 (One) equity share 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 record date.”*

- 3.2 Further, since the equity shares of JIL are listed on the Stock Exchanges (i.e. National Stock Exchange of India Limited and BSE Limited), the above mentioned Fairness Opinion was obtained as per the SEBI Master Circular dated November 23, 2021. The Fairness Opinion has been issued in respect of the Share Entitlement/ Swap Ratio Report.
- 3.3 No special valuation difficulties were reported by the valuers.

#### **4. Adoption of the Report by the Board**

- 4.1 The Board has adopted this report after noting and considering the information set forth in this report.

#### **Certified True Copy**

**For and on behalf of Jubilant Agri and Consumer Products Limited**

**MANU** Digitally signed  
by MANU AHUJA  
**AHUJA** Date: 2023.05.25  
17:45:56 +05'30'

**Manu Ahuja**  
**CEO & Whole-time Director**

**Date:** May 25, 2023

**Place:** Gurugram

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of Jubilant Industries Limited**

**Report on the Audit of the Standalone Financial Statements**

### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of **Jubilant Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The other information comprises the information included in the Annual report 2022-23 but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively

for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and

in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

(1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act;
- e. On the basis of the written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, we give our separate report in "Annexure 2".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the Company did not pay any remuneration to its directors during the year.



- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28 on Contingent Liabilities to the standalone financial statements;
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement
  - (v) The Company has not declared and paid dividend during the year.
  - (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is mandatory only w.e.f. April 1, 2023, for the Company, reporting under this clause is not applicable.

For **BGJC & Associates LLP**  
Chartered Accountants  
ICAI Firm's Registration No.: 003304N/N500056

Sd/-

**Pranav Jain**

Partner

Membership No.: 098308

UDIN: 23098308 B9VLSH3165

Date: May 25, 2023

Place: New Delhi

## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Jubilant Industries Limited on the standalone financial statements for the year ended March 31, 2023]

To the best of our information and according to the information, explanations, and written representations provided to us by the Company and the books of account and other records examined by us in the normal course of audit we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
  
(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
  - (b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) The Company does not own any immovable property including investment properties are held in the name of the Company. Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
  - (d) The Company has not revalued its Property, Plant and Equipment. There are no intangible assets.
  - (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.  
  
(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii)(a to f) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) The Company has not accepted any deposits and there are no amounts which have been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the written representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.  
(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a) and (b) of the Order is not applicable to the Company.

The Company is not a Core Investment Company and there are no Core Investment Companies in the Group. Accordingly, reporting under clause 3(xvi) (c) and (d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year but had incurred cash loss of amount Rs. 9.44 million in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, The Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm's Registration No.: 003304N/N500056

Sd/-

**Pranav Jain**

Partner

Membership No.: 098308

UDIN: 23098308 BGVLSH3165

Date: May 25, 2023

Place: New Delhi

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Jubilant Industries Limited on the standalone financial statements for the year ended March 31, 2023]

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Jubilant Industries Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of

records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For BGJC & Associates LLP**  
Chartered Accountants  
ICAI Firm's Registration No.: 003304N/N500056

Sd/-

**Pranav Jain**  
Partner  
Membership No.: 098308

UDIN: 23098308 BGVLSH3165

Date: May 25, 2023  
Place: New Delhi



Jubilant Industries Limited (CIN-L24100UP2007PLC032909)

Balance Sheet as at 31 March 2023

(₹ in million)

	Notes	As at 31 March 2023	As at 31 March 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	0.07	0.11
Financial assets			
(i) Investments	4	3,060.61	3,046.94
(ii) Loans	5	-	0.04
(iii) Other financial assets	6	-	0.55
Deferred tax assets (net)	7	0.02	0.03
Other non-current assets	8	1.35	1.35
<b>Total non-current assets</b>		<b>3,062.05</b>	<b>3,049.02</b>
<b>Current assets</b>			
Inventories	9	0.12	2.48
Financial assets			
(i) Trade receivables	10	-	1.39
(ii) Cash and cash equivalents	11 (a)	4.84	3.28
(iii) Other bank balances	11 (b)	1.00	0.50
(iv) Loans	5	-	2.21
(v) Other financial assets	6	12.85	3.10
Current tax assets (net)		0.99	0.89
Other current assets	8	4.27	22.48
<b>Total current assets</b>		<b>24.07</b>	<b>36.33</b>
Assets classified as held for sale	19	0.00	13.71
<b>Total Assets</b>		<b>3,086.12</b>	<b>3,099.06</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	150.67	150.31
Other equity	12 (a)	2,910.31	2,799.47
<b>Total equity</b>		<b>3,060.98</b>	<b>2,949.78</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions	13	0.70	0.65
<b>Total non-current liabilities</b>		<b>0.70</b>	<b>0.65</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	14	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	1.33	4.73
(ii) Other financial liabilities	15	3.60	24.89
Other current liabilities	16	0.11	118.53
Provisions	13	0.19	0.48
Current tax liabilities		19.21	-
<b>Total current liabilities</b>		<b>24.44</b>	<b>148.63</b>
<b>Total Equity and Liabilities</b>		<b>3,086.12</b>	<b>3,099.06</b>
Corporate information and Significant accounting policies	1 & 2		
Notes to these financial statements	3 to 34		
The accompanying notes "1" to "34" form an integral part of these financial statements			
In terms of our report of even date.			
<b>For BGJC &amp; Associates LLP</b>		<b>For and on behalf of Board of Jubilant Industries Limited</b>	
Chartered Accountants			
Firm Registration Number : 003304N/N500056			
Sd/-	Sd/-	Sd/-	Sd/-
<b>Pranav Jain</b>	<b>Abhishek Kamra</b>	<b>Umesh Sharma</b>	<b>Priyavrat Bhartia</b>
Partner	Company Secretary	Chief Financial Officer	Chairman
Membership No. 098308	Membership No. A48236		DIN: 00020603
			Sd/-
			<b>Manu Ahuja</b>
			CEO & Managing Director
			DIN: 05123127
Place : New Delhi	Place : Gurugram		
Date : 25 May, 2023	Date: 25 May, 2023		

Statement of Profit and Loss for the year ended 31 March 2023

(₹ in million)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Continuing operations</b>			
Revenue from operations		-	-
Other Income		-	-
<b>Total income</b>		-	-
<b>EXPENSES</b>			
Employee benefits expense		-	-
Finance costs		-	-
Depreciation & amortization expense		-	-
Other expenses		-	-
<b>Total expenses</b>		-	-
<b>Net profit/(Loss) for the year from continuing operations before tax</b>		-	-
<b>Tax Expenses:</b>			
- Current Tax		-	-
- Deferred tax charge/(credit)		-	-
<b>Net profit/(Loss) for the year from continuing operations</b>		-	-
<b>Discontinued operations</b>			
Profit/(Loss) for the year from discontinued operations before tax	19	112.65	(9.44)
Tax expenses of discontinued operations	17	19.21	-
<b>Net profit/(Loss) for the year from discontinued operations</b>		<b>93.44</b>	<b>(9.44)</b>
<b>Net profit/(Loss) for the year from continuing operations and discontinued operations</b>		<b>93.44</b>	<b>(9.44)</b>
<b>Other Comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss:</i>			
Re-measurement gain on defined benefit plans		0.03	-
<i>Income tax effect on above:</i>			
Income tax charge	17	0.01	-
<b>Other comprehensive income for the year (net of tax)</b>		<b>0.02</b>	<b>-</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>93.46</b>	<b>(9.44)</b>
<b>Earnings per equity share of ₹ 10.00 each:</b>	33		
<b>From continuing operations</b>			
Basic	₹	-	-
Diluted	₹	-	-
<b>From discontinued operations</b>			
Basic	₹	6.21	(0.63)
Diluted	₹	6.14	(0.63)
<b>From continuing operations and discontinued operations</b>			
Basic	₹	6.21	(0.63)
Diluted	₹	6.14	(0.63)
Corporate information and Significant accounting policies	1 & 2		
Notes to these financial statements	3 to 34		
The accompanying notes "1" to "34" form an integral part of these financial statements			
In terms of our report of even date.			
<b>For BGJC &amp; Associates LLP</b>		<b>For and on behalf of Board of Jubilant Industries Limited</b>	
Chartered Accountants			
Firm Registration Number : 003304N/N500056			
Sd/-	Sd/-	Sd/-	Sd/-
<b>Pranav Jain</b>	<b>Abhishek Kamra</b>	<b>Umesh Sharma</b>	<b>Priyavrat Bhartia</b>
Partner	Company Secretary	Chief Financial Officer	Chairman
Membership No. 098308	Membership No. A48236		DIN: 00020603
			Sd/-
			<b>Manu Ahuja</b>
			CEO & Managing Director
Place : New Delhi	Place : Gurugram		DIN: 05123127
Date : 25 May, 2023	Date: 25 May, 2023		

**Statement of Changes in Equity for the year ended 31 March 2023**

**A. Equity share capital**

(₹ in million)

Balance as at 31 March 2021	150.31
Changes in the equity share capital during the year	-
Balance as at 31 March 2022	150.31
Changes in the equity share capital during the year (Refer note 12.4)	0.36
Balance as at 31 March 2023	150.67

**B. Other Equity**

(₹ in million)

	Security premium	General reserve	Share based payment reserve*	Retained earnings	Items of other Comprehensive Income	Total
					Re-measurement of defined benefit plans	
<b>As at 31 March 2021</b>	<b>1,221.71</b>	<b>236.74</b>	<b>3.28</b>	<b>1,339.50</b>	<b>0.01</b>	<b>2,801.24</b>
Loss for the year	-	-	-	(9.44)	-	(9.44)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(9.44)</b>	<b>-</b>	<b>(9.44)</b>
Employee share based expense	-	-	7.67	-	-	7.67
<b>As at 31 March 2022</b>	<b>1,221.71</b>	<b>236.74</b>	<b>10.95</b>	<b>1,330.06</b>	<b>0.01</b>	<b>2,799.47</b>
Profit for the year	-	-	-	93.44	-	93.44
Other comprehensive income	-	-	-	-	0.02	0.02
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>93.44</b>	<b>0.02</b>	<b>93.46</b>
Employee share based expense	-	-	13.67	-	-	13.67
Upon issue of share capital (Refer note 12.4)	3.71	-	-	-	-	3.71
Transfer to general reserve	-	1.90	(1.90)	-	-	-
<b>As at 31 March 2023</b>	<b>1,225.42</b>	<b>238.64</b>	<b>22.72</b>	<b>1,423.50</b>	<b>0.03</b>	<b>2,910.31</b>

\* Refer note 30.

**Notes:**

• **Security premium**

The unutilized accumulated excess of issue price over face value on issue of shares. This is utilized in accordance with the provision of the Act.

• **General reserve**

This represents appropriation of profit by the Company and is available for distribution of dividend.

• **Share based payment reserve**

The fair value of the equity settled share based payment transactions with employees is recognized in Statement of Profit and Loss with corresponding credit to Share based payment reserve. Further, equity settled share based payment transaction with employees of subsidiary is recognized in investment of subsidiaries with corresponding credit to Share based payment reserve. Balance of a share based payment reserve is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee.

• **Re-measurement of defined benefit plans**

Re-measurement of defined benefits obligation comprises actuarial gains and losses and return on plan assets.

The accompanying notes "1" to "34" form an integral part of these financial statements.

In terms of our report of even date.

For **BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number : 003304N/N500056

For and on behalf of Board of **Jubilant Industries Limited**

Sd/-

**Pranav Jain**

Partner

Membership No. 098308

Sd/-

**Abhishek Kamra**

Company Secretary

Membership No. A48236

Sd/-

**Umesh Sharma**

Chief Financial Officer

Sd/-

**Priyavrat Bhartia**

Chairman

DIN: 00020603

Sd/-

**Manu Ahuja**

CEO & Managing Director

Place: New Delhi

Date: 25 May, 2023

Place: Gurugram

Date: 25 May, 2023

DIN: 05123127

Statement of Cash Flows for the year ended 31 March 2023

(₹ in million)

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>A. Cash flow from operating activities:</b>		
<b>Net profit/(loss) before tax:</b>		
Continuing operations	-	-
Discontinued operations	112.65	(9.44)
<b>Adjustments for:</b>		
Depreciation & amortization expense	0.04	0.04
Profit on sale/disposal of property, plant & equipment (net)	(119.29)	-
Interest Income	(0.07)	(0.93)
	(119.32)	(0.89)
<b>Operating cash flow before change in assets and liabilities</b>	<b>(6.67)</b>	<b>(10.33)</b>
<b>Adjustments for:</b>		
Decrease in trade receivables, loans, other financial assets and other assets	18.61	0.37
Decrease in inventories	2.35	0.88
Decrease in trade payables, other financial liabilities, other liabilities and provisions	(26.63)	(4.88)
<b>Cash used in operations</b>	<b>(12.34)</b>	<b>(13.96)</b>
Direct taxes (paid)/refund (net)	(0.09)	0.44
<b>Net cash used in operating activities</b>	<b>(12.43)</b>	<b>(13.52)</b>
<b>B. Cash flow from investing activities:</b>		
Sale of property, plant and equipment	7.56	0.01
Inter corporate loan given to subsidiary, received back (Refer note 26)	2.20	9.90
Interest received	0.16	1.12
<b>Net cash generated in investing activities</b>	<b>9.92</b>	<b>11.03</b>
<b>C. Cash flow arising from financing activities:</b>		
Proceeds from issue of shares (Refer note 12.4)	4.07	-
<b>Net cash inflow in course of financing activities</b>	<b>4.07</b>	<b>-</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>1.56</b>	<b>(2.49)</b>
Add: Cash & cash equivalents at the beginning of the year	3.28	5.77
<b>Cash &amp; cash equivalents at the close of the year</b>	<b>4.84</b>	<b>3.28</b>

(₹ in million)

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Components of cash and cash equivalents</b>		
Balance With Banks		
- On current accounts	4.83	3.27
Cash on hand	0.01	0.01
	<b>4.84</b>	<b>3.28</b>

Notes:

- Statement of Cash Flow has been prepared under the Indirect Method as set out in the Ind AS 7 "Statement of Cash Flows".
- Acquisition/Purchase of property, plant and equipment/ other intangible assets includes movement of capital work-in-progress, intangible assets under development and capital advances/payables during the year.

In terms of our report of even date.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number : 003304N/N500056

for and on behalf of the board of

Jubilant Industries Limited

Sd/-

Pranav Jain

Partner

Membership No. 098308

Sd/-

Abhishek Kamra

Company Secretary

Membership No. A48236

Sd/-

Umesh Sharma

Chief Financial Officer

Sd/-

Priyavrat Bhattia

Chairman

DIN: 00020603

Sd/-

Manu Ahuja

CEO & Managing Director

DIN: 05123127

Place: New Delhi

Date : 25 May, 2023

Place: Gurugram

Date: 25 May, 2023

## Notes to the financial statements for the year ended 31 March 2023

### 1. Corporate Information

Jubilant industries Limited ("the Company" or the "Parent Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company was engaged in the business of manufacturing of Indian-made foreign liquor which had been discontinued during the previous year as referred in note 19. Its shares are listed on the BSE Limited and the National Stock Exchange of India Limited. The registered office of the Company is situated at Bhartiagram, Gajraula District Amroha-244 223. These financial statements were authorised for issuance by the Board of Directors of the Company in their meeting held on May 25, 2023.

### 2. Significant accounting policies

This note provides significant accounting policies adopted and applied in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of preparation

##### (i) *Statement of compliance*

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The financial statements of the Company are presented in Indian Rupee and all values are rounded to the nearest million, except per share data and unless stated otherwise.

##### (ii) *Historical cost convention*

The financial statements have been prepared on a historical cost convention on accrual basis except for the following material items those have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans and other long-term employee benefits; and
- Share-based payment transactions;

#### (b) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

## Notes to the financial statements for the year ended 31 March 2023

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

### (c) Property, plant and equipment (PPE) and intangible assets

#### (i) Property, plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost, which includes capitalized finance costs, less accumulated depreciation and any accumulated impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the items. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Expenditure incurred on start-up and commissioning of the project and/ or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as the appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Advances paid towards acquisition of property, plant and equipment outstanding at each Balance Sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

#### (ii) Intangible assets

Intangible assets that are acquired (including implementation of software system) and in process research and development are measured initially at cost.

After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it related.

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

#### (iii) Depreciation and amortisation methods, estimated useful lives and residual value

Depreciation is provided on straight line basis on the original cost/ acquisition cost of assets or other amounts substituted for cost of fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act, read with notification dated 29 August, 2014 of the Ministry of Corporate Affairs, except for the following classes of fixed assets which are depreciated based on the internal technical assessment of the management as under:



**Notes to the financial statements for the year ended 31 March 2023**

Category of assets	Management estimate of useful life	Useful life as per Schedule II
Employee perquisite related assets (included in office equipment)	5 years, being the period of perquisite scheme	10
Computers covered under perquisite scheme	5 years, being the period of perquisite scheme	3

Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the date/month of addition/ disposal.

Software systems are being amortised over a period of five years or its useful life whichever is shorter.

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted, if appropriate.

**(iv) De-recognition**

A property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

**(d) Discontinued operations and non-current assets held for sale**

Discontinued operation is a component of the Company that has been disposed of or classified as held for sale and represents a major line of business.

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Statement of Profit and Loss.

Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

**(e) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. The Company's non-financial assets other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs) represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

### Notes to the financial statements for the year ended 31 March 2023

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

#### (f) Financial instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### *Financial assets*

##### *Initial recognition and measurement*

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date the Company commits to purchase or sale the asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

##### *Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debts instruments, derivatives and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

##### *Debt instruments at amortised cost*

A "debt instrument" is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specific dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking in to account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

## Notes to the financial statements for the year ended 31 March 2023

### ***Debt instrument at FVOCI***

A 'debt instrument' is classified as at the FVOCI in both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included with in the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

### ***Debt instrument at FVPL***

FVPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### ***Equity investments***

For the purpose of subsequent measurement, equity instruments are classified in two categories:

- Equity instruments at fair value through profit or loss (FVPL)
- Equity instruments at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### ***Investments in subsidiaries***

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any except in case of investment in preference shares (debt instrument) which is carried in accordance with Ind AS 109 "Financial instruments".

### ***Impairment of Financial assets***

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal), that is required to adjust

**Notes to the financial statements for the year ended 31 March 2023**

the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

**De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of Company of similar financial assets) is primarily derecognised (i.e. removed from the Company’s Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass through’ arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and do what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, the Company continues to recognise the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

**Financial liabilities**

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statements of Profit and Loss.

**(g) Inventories**

Inventories are valued at lower of cost and net realizable value except scrap, which is valued at net estimated realizable value.

The methods of determining cost of various categories of inventories are as follows:

Raw materials	Weighted average method
Work-in-progress and finished goods (manufactured)	Variable cost at weighted average including an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities
Finished goods (traded)	Cost of purchases
Stores & spares	Weighted average method
Fuel and Packing materials etc	Weighted average method
Goods-in-transit	Cost of purchases

## Notes to the financial statements for the year ended 31 March 2023

Cost includes all direct costs, cost of conversion and appropriate portion of variable and fixed production overheads and such other costs incurred as to bring the inventory to its present location and condition inclusive of excise duty/any other tax wherever applicable.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion/ reprocessing and the estimated cost necessary to make the sale.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished products. Raw materials and other supplies held for use in the production of finished goods are not written down below cost except in cases where material prices have declined and it's estimated that the cost of finished goods will exceed their net realizable value.

### (h) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### (i) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the future cash flows at a pre-tax rate that effects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### (j) Contingent assets, liabilities and commitments

Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continuously and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognized in the period in which the change occurs.

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows: (i) estimated amount of contracts remaining to be executed on capital account and not provided for; (ii) uncalled liability on shares and other investments partly paid; (iii) funding related commitment to subsidiary, associate and joint venture companies; and (iv) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management. Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

**Notes to the financial statements for the year ended 31 March 2023**

**(k) Revenue recognition**

The company's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of company's performance obligation occur at the same time.

Revenue from sale of products is recognised when the property in the goods or all significant risks and rewards of ownership of the products have been transferred to the buyer, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products as well as regarding its collection.

Revenue includes only those sales for which the Company has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. Any sales for which Company has acted as an agent without assuming the risks and rewards of ownership have been reported on a net basis.

In case of revenue arrangements with tie up units, the company has concluded that it is acting as an agent in all such revenue arrangements since the company is not the primary obligor in all such revenue arrangements and has no pricing latitude and is not exposed to inventory and credit risks. Company earns fixed fee for such sales which is recognised as service income.

Sale of utility is recognized on delivery of the same to the purchaser and when no significant uncertainty exists as to its realization.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably. Taxes (GST) collected on behalf of the government are excluded from Revenue. The transaction price of goods sold and services rendered is net of variable consideration on account returns, discounts, customer claims and rebates, etc.

**Other income recognition:**

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognized on time proportionate basis. Other non-operating revenue is recognised in accordance with terms of underlying asset.

**(l) Employee benefits**

**(i) Short-term employee benefits:** All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

**(ii) Post-employment benefits:** Post employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

**a) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of gratuity is recognized in the books of accounts based on actuarial valuation by an independent actuary.



**Notes to the financial statements for the year ended 31 March 2023**

**b) Superannuation**

Certain employees of the Company are also participants in the superannuation plan ('the Plan'), a defined contribution plan. Contribution made by the Company to the Plan during the year is charged to Statement of Profit and Loss.

**c) Provident Fund**

(i) The Company makes contributions to the recognized provident fund – "VAM EMPLOYEES PROVIDENT FUND TRUST" (a multiemployer trust) for most of its employees in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

For other employees in India, provident fund is deposited with Regional Provident Fund Commissioner. This is treated as defined contribution plan.

(ii) Company's contribution to the provident fund is charged to Statement of Profit and Loss.

**(iii) Other long-term employee benefits:**

**Compensated absences**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of other long-term employee benefits is recognized in the books of accounts based on actuarial valuation using projected unit credit method as at Balance Sheet date by and independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

**Actuarial Valuation**

The liability in respect of all defined benefit plans is accrued in the books of accounts on the basis of actuarial valuation carried out by an independent actuary using the Project Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employees benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligation.

Re-measurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in the Equity and in the Balance Sheet. Changes in the present value of the

**Notes to the financial statements for the year ended 31 March 2023**

defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the Statement of Profit and Loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

**(m) Share based payments**

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Company is recognized as an employee expense, and those granted to employees of subsidiaries is considered as the Company's equity contribution and is added to the carrying value of investment in the respective subsidiaries, with a corresponding increase in share based payment reserve. The expense is recorded for separately each vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "share based payment reserve". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Model). Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures materially differ from those estimates.

**(n) Finance costs**

Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Finance cost also includes exchange differences to the extent regarded as an adjustment to the finance costs. Finance costs that are directly attributable to the construction or production or development of a qualifying asset are capitalized as part of the cost of that asset. Qualifying assets are assets that are necessarily take a substantial period of time to get ready for their intended use or sale. All other finance costs are expensed in the period in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the finance costs eligible for capitalization.

Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

**(o) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

## Notes to the financial statements for the year ended 31 March 2023

### • Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantially enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

### • Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to freehold land and investment in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets (DTA) include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

Deferred income tax is not provided on the undistributed earnings of the subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

### (p) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## Notes to the financial statements for the year ended 31 March 2023

### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

### Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

### Lease Liability

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

### Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

### (q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The CEO and Managing Director of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly identified as the chief operating decision maker. Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "un-allocable revenue/ expenses/ assets/ liabilities", as the case may be.

**Notes to the financial statements for the year ended 31 March 2023**

**(r) Foreign currency translation**

**(i) Functional and presentation currency**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupee.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at Balance Sheet date exchange rate are generally recognised in Statement of Profit and Loss.

**(s) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply all attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(t) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share, is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**(ii) Diluted earnings per share**

Diluted earnings per share, adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(u) Measurement of fair values**

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different level in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

### Notes to the financial statements for the year ended 31 March 2023

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability, those are not based on observable market data (unobservable data).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations met the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair values of an asset or a liability, the Company uses observable market data as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

#### (v) Critical estimates and judgements

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes.

- Recognition and estimation of tax expense including deferred tax – Note 17.
- Estimated impairment of financial assets and non-financial assets- Note 2(e) and 2(f).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(c).
- Estimation of assets and obligations relating to employee benefits- Note 21.
- Share-based payments- Note 30.
- Valuation of inventories- Note 2(g).
- Recognition of revenue and related accruals- Note 2(k).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 28.
- Lease classification- Note 29.
- Fair value measurements- Note 2(u).



**Notes to the financial statements for the year ended 31 March 2023**

**(w) Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

**Ind AS 1 - Presentation of Financial Statements**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

**Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

**Ind AS 12 - Income Taxes**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

**Jubilant Industries Limited (CIN-L24100UP2007PLC032909)**

**Notes to the financial statements for the year ended 31 March 2023**

**3. Property, plant and equipment**

Description	GROSS BLOCK - COST / BOOK VALUE			DEPRECIATION / AMORTISATION / IMPAIRMENT			NET BLOCK	
	Total As at 31 March 2022	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2023	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2023	Total As at 31 March 2022
Furniture & fixtures	0.02	-	-	0.02	-	-	0.02	0.02
Office equipments	0.23	-	-	0.23	0.04	-	0.18	0.05
<b>TOTAL</b>	<b>0.25</b>	<b>-</b>	<b>-</b>	<b>0.25</b>	<b>0.04</b>	<b>-</b>	<b>0.18</b>	<b>0.07</b>

Description	GROSS BLOCK - COST / BOOK VALUE			DEPRECIATION / AMORTISATION / IMPAIRMENT			NET BLOCK	
	Total As at 31 March 2021	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2022	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2022	Total As at 31 March 2021
Furniture & fixtures	0.02	-	-	0.02	-	-	0.02	0.02
Office equipments	0.27	-	0.04	0.23	0.04	0.04	0.14	0.09
<b>TOTAL</b>	<b>0.29</b>	<b>-</b>	<b>0.04</b>	<b>0.25</b>	<b>0.04</b>	<b>0.04</b>	<b>0.14</b>	<b>0.11</b>

3.1 Classified as assets held for sale (Refer note 19).

3.2 Property, plant and equipment of the Company are charged in favour of bankers for term loan availed by Jubilant Agri and Consumer Products Limited, its wholly owned subsidiary company.

**Jubilant Industries Limited (CIN-L24100UP2007PLC032909)**

**Notes to the financial statements for the year ended 31 March 2023**

(₹ in million)

	As at 31 March 2023	As at 31 March 2022
<b>4. Non-current investments</b>		
<b>I. Investment in equity shares (at cost)</b>		
<b>Unquoted investments (fully paid up)</b>		
Subsidiary companies:		
200 (Previous Year: 200) equity shares with no par value Jubilant Industries Inc. USA	10.75	10.75
56,08,552 (Previous Year: 56,08,552) equity shares of ₹ 10 each Jubilant Agri and Consumer Products Limited	3,016.28	3,016.28
<b>II. Deemed capital investment</b>	33.58	19.91
Capital contribution towards ESOP		
<b>Total non-current investments</b>	<b>3,060.61</b>	<b>3,046.94</b>
<b>4.1 Additional information</b>		
	As at 31 March 2023	As at 31 March 2022
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	3,060.61	3,046.94
Aggregate provision for diminution in value of investments	-	-
	As at 31 March 2023	As at 31 March 2022
	Non-current	Current
<b>5. Loans</b>		
Loan receivable considered good - Unsecured:		
- Loan to employees	-	-
- Inter corporate loan to related party (Refer note 26)	-	0.04
<b>Total loans</b>	<b>-</b>	<b>2.20</b>
	As at 31 March 2023	As at 31 March 2022
	Non-current	Current
<b>6. Other financial assets</b>		
Interest receivable	-	0.13
Fixed deposit with bank	-	0.05
Recoverable from related parties (Refer note 26)	-	0.50
<b>Total other financial assets</b>	<b>-</b>	<b>12.72</b>
	As at 31 March 2023	As at 31 March 2022
	Non-current	Current
<b>7. Deferred tax</b>		
Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred income tax are as follows:		
<b>Deferred tax assets:</b>		
	Others (Re-measurement of employee benefits)	Total
<b>As at 31st March 2021</b>	0.03	0.03
Charged/(Credited)		
- to statement of profit and loss	-	-
- to other comprehensive income	-	-
<b>As at 31 March 2022</b>	0.03	0.03
Charged/(Credited)		
- to statement of profit and loss	-	-
- to other comprehensive income	0.01	0.01
<b>As at 31 March 2023</b>	<b>0.02</b>	<b>0.02</b>

Jubilant Industries Limited (CIN-L24100UP2007PLC032909)

Notes to the financial statements for the year ended 31 March 2023

**Reconciliation of deferred tax assets (net):**

Particulars	₹ in million	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance as at the commencement of the year	0.03	0.03
Expense/(Credit) recognized in profit and loss during the year	-	-
Expense/(Credit) recognized in other comprehensive income during the year	0.01	-
<b>Balance as at the end of the year</b>	<b>0.02</b>	<b>0.03</b>

**Deferred tax assets not recognized in respect of the Company:**

Particulars	₹ in million	
	As at 31 March 2023	
	Amount of temporary differences	Amount of deferred tax on temporary differences
<b>Deductible temporary differences:</b>		
Provision for compensated absences and gratuity	0.85	0.21
Expenditure allowed on actual payment basis	0.04	0.01
Tax losses carried forward	117.09	29.47
Others	2.23	0.56
<b>Taxable temporary differences:</b>		
Depreciation, amortization and other temporary differences	(0.01)	-
<b>Net unrecognized temporary differences</b>	<b>120.20</b>	<b>30.25</b>

Particulars	₹ in million	
	As at 31 March 2022	
	Amount of temporary differences	Amount of deferred tax on temporary differences
<b>Deductible temporary differences:</b>		
Provision for compensated absences and gratuity	0.87	0.22
Expenditure allowed on actual payment basis	0.31	0.08
Tax losses carried forward	112.45	28.30
Unabsorbed depreciation	4.13	1.04
<b>Taxable temporary differences:</b>		
Depreciation, amortization and other temporary differences	(5.49)	(1.38)
<b>Net unrecognized temporary differences</b>	<b>112.27</b>	<b>28.26</b>

**Expiry period of carried forward tax losses:**

Company has unused tax losses and unabsorbed depreciation amounting to ₹ 117.09 million (Previous Year: ₹ 112.45 million) and ₹ Nil (Previous Year: ₹ 4.13 million), respectively as at year end, available to reduce future income taxes. If not used, the unused tax losses will expire in the tax year 2024-2032 (Previous Year: 2023-31) and unabsorbed depreciation can be carried forward for an indefinite period.

Deferred tax assets has not been recognized as there is no virtual certainty of future profitability.

₹ in million

	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
<b>8. Other assets</b>				
Advance to suppliers	-	0.40	-	14.73
Security deposits	1.35	-	1.35	-
Prepaid expenses	-	0.01	-	0.18
Recoverable from/balance with government authorities	-	3.86	-	7.57
<b>Total other assets</b>	<b>1.35</b>	<b>4.27</b>	<b>1.35</b>	<b>22.48</b>

₹ in million

	As at	As at
	31 March 2023	31 March 2022
<b>9. Inventories</b>		
Work-in-progress	-	2.32
Finished goods	-	0.03
Stores and spares	-	0.01
Fuel and packing materials	0.12	0.12
<b>Total inventories</b>	<b>0.12</b>	<b>2.48</b>

Note: For valuation of inventories refer note 2 (g).

**Jubilant Industries Limited (CIN-L24100UP2007PLC032909)**

**Notes to the financial statements for the year ended 31 March 2023**

		(₹ in million)			
		As at 31 March 2023	As at 31 March 2022		
<b>10. Trade receivables</b>					
(Current)					
Trade receivable considered good - Unsecured			1.39		
<b>Total receivables</b>		-	<b>1.39</b>		
<b>10.1</b>	Refer note 24 for ageing of trade receivables.				
<b>11(a). Cash and cash equivalents</b>					
Balance With Banks					
- On current accounts		4.83	3.27		
Cash on hand		0.01	0.01		
<b>Total cash and cash equivalents</b>		<b>4.84</b>	<b>3.28</b>		
<b>11(b). Other bank balances</b>					
Margin money with bank (1)		1.00	0.50		
<b>Total other bank balances</b>		<b>1.00</b>	<b>0.50</b>		
(1) For bank guarantees in favour of government authorities					
		(₹ in million)			
		As at 31 March 2023	As at 31 March 2022		
<b>12. Equity share capital</b>					
<b>Authorized</b>					
18,100,000 (Previous Year: 18,100,000) equity shares of ₹ 10 each		181.00	181.00		
		<b>181.00</b>	<b>181.00</b>		
<b>Issued, subscribed and paid-up</b>					
15,067,101 (Previous Year: 15,031,101) equity shares of ₹ 10 each		150.67	150.31		
<b>Total equity share capital</b>		<b>150.67</b>	<b>150.31</b>		
<b>12.1</b>	Movement in equity share capital:				
		As at 31 March 2023		As at 31 March 2022	
		No. of shares	₹ in million	No. of shares	₹ in million
At the commencement of the year		1,50,31,101	150.31	1,50,31,101	150.31
Add: Issued during the year (Refer note 12.4)		36,000	0.36	-	-
<b>At the end of the year</b>		<b>1,50,67,101</b>	<b>150.67</b>	<b>1,50,31,101</b>	<b>150.31</b>
<b>12.2</b>	The Company has only one class of shares referred to as equity shares having par value of ₹ 10 each. Holder of each equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>12.3</b>	Details of shareholders holding more than 5% of the aggregate shares in the Company:				
		As at 31 March 2023		As at 31 March 2022	
		No. of shares	% held	No. of shares	% held
HSSS Investment Holding Private Limited		71,64,048	47.55	71,64,048	47.66
KBHB Investment Holding Private Limited		17,36,415	11.52	17,36,415	11.55
SSBPB Investment Holding Private Limited		16,51,879	10.96	16,51,879	10.99
<b>12.4</b>	During the year 36,000 equity shares (Previous Year: Nil), of ₹ 10 each allotted on exercise of the vested stock options in accordance with the terms of exercise under the "Employee Stock Option Scheme, 2013". (Refer note 30)				
<b>12.5</b>	<b>Information regarding issue of shares in the last five years</b>				
	i) The Company has not issued any shares without payment being received in cash.				
	ii) The Company has not issued any bonus shares.				
	iii) The Company has not undertaken any buy-back of shares.				

**Jubilant Industries Limited (CIN-L24100UP2007PLC032909)**

**Notes to the financial statements for the year ended 31 March 2023**

**12.6 Disclosure of Shareholding of Promoters**

	As at 31 March 2023		As at 31 March 2022		% Change during the year
	No. of shares	% held	No. of shares	% held	
Kavita Bhartia	613	0.00%	613	0.00%	-
Hari Shankar Bhartia	20,873	0.14%	20,873	0.14%	-
Priyavrat Bhartia	253	0.00%	253	0.00%	-
Shamit Bhartia	6,561	0.04%	6,561	0.04%	-
Aasthi Bhartia	99	0.00%	99	0.00%	-
Arjun Shanker Bhartia	99	0.00%	99	0.00%	-
Shyam Sunder Bharia	72,825	0.48%	72,825	0.48%	-
Jaytee Private Limited	380	0.00%	380	0.00%	-
Jubilant Infrastructure Limited	50,000	0.33%	50,000	0.33%	-
Vam Holdings Limited	2,84,070	1.89%	2,84,070	1.89%	-
HSSS Investment Holding Private Limited	71,64,048	47.55%	71,64,048	47.66%	-0.11%
KBHB Investment Holding Private Limited	17,36,415	11.52%	17,36,415	11.55%	-0.03%
SSBPB Investment Holding Private Limited	16,51,879	10.96%	16,51,879	10.99%	-0.03%
Jubilant Consumer Private Limited	2,78,522	1.85%	2,78,522	1.85%	-

	As at 31 March 2022		As at 31 March 2021		% Change during the year
	No. of shares	% held	No. of shares	% held	
Kavita Bhartia	613	0.00%	613	0.00%	-
Hari Shankar Bhartia	20,873	0.14%	20,873	0.14%	-
Priyavrat Bhartia	253	0.00%	253	0.00%	-
Shamit Bhartia	6,561	0.04%	6,561	0.04%	-
Aasthi Bhartia	99	0.00%	99	0.00%	-
Arjun Shanker Bhartia	99	0.00%	99	0.00%	-
Shyam Sunder Bharia	72,825	0.48%	72,825	0.48%	-
Jaytee Private Limited	380	0.00%	380	0.00%	-
Jubilant Infrastructure Limited	50,000	0.33%	50,000	0.33%	-
Vam Holdings Limited	2,84,070	1.89%	2,84,070	1.89%	-
HSSS Investment Holding Private Limited	71,64,048	47.66%	71,64,048	47.66%	-
KBHB Investment Holding Private Limited	17,36,415	11.55%	17,36,415	11.55%	-
SSBPB Investment Holding Private Limited	16,51,879	10.99%	16,51,879	10.99%	-
Jubilant Consumer Private Limited	2,78,522	1.85%	2,78,522	1.85%	-

(**₹ in million**)

	As at 31 March 2023	As at 31 March 2022
<b>12 (a). Other equity</b>		
Security premium	1,225.42	1,221.71
General reserve	238.64	236.74
Share based payment reserve	22.72	10.95
Retained earnings	1,423.50	1,330.06
Items of other comprehensive income:		
Re-measurement of defined benefits obligations	0.03	0.01
<b>Total other equity</b>	<b>2,910.31</b>	<b>2,799.47</b>

(**₹ in million**)

	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
<b>13. Provisions</b>				
Provisions for employee benefits	0.70	0.19	0.65	0.48
<b>Total provisions</b>	<b>0.70</b>	<b>0.19</b>	<b>0.65</b>	<b>0.48</b>



**Jubilant Industries Limited (CIN-L24100UP2007PLC032909)**

**Notes to the financial statements for the year ended 31 March 2023**

<b>14. Trade payables</b>							(₹ in million)
As at 31 March 2023:	Not Due	Overdue				Total	
		Up to 1 year	1-2 years	2-3 years	More than 3 years		
Outstanding dues of micro and small							
(a) Disputed	-	-	-	-	-	-	
(b) Undisputed	-	-	-	-	-	-	
Outstanding dues other than micro and small							
(a) Disputed	-	-	-	-	-	-	
(b) Undisputed	0.12	-	-	-	1.21	1.33	
	<b>0.12</b>	-	-	-	<b>1.21</b>	<b>1.33</b>	
							(₹ in million)
As at 31 March 2022:	Not Due	Overdue				Total	
		Up to 1 year	1-2 years	2-3 years	More than 3 years		
Outstanding dues of micro and small							
(a) Disputed	-	-	-	-	-	-	
(b) Undisputed	-	-	-	-	-	-	
Outstanding dues other than micro and small							
(a) Disputed dues	-	-	-	-	-	-	
(b) Undisputed dues	0.87	0.76	0.02	0.01	3.07	4.73	
	<b>0.87</b>	<b>0.76</b>	<b>0.02</b>	<b>0.01</b>	<b>3.07</b>	<b>4.73</b>	
							(₹ in million)
							As at
							31 March 2023
							As at
							31 March 2022
<b>15. Other financial liabilities</b>							
<b>Current</b>							
Employee benefits payable	0.09						
Security deposits	-						
Other payables	3.51						
<b>Total other financial liabilities</b>	<b>3.60</b>						
<b>16. Other liabilities</b>							
<b>Current</b>							
Advance from customers	-						
Statutory dues payables	0.11						
Advance received against sale of fixed assets	-						
<b>Total other liabilities</b>	<b>0.11</b>						
<b>17. Income tax</b>							
The major components of income tax expense are:							
<i>Profit or loss section</i>							
							(₹ in million)
							For the year
							ended
							31 March 2023
							For the year
							ended
							31 March 2022
Current income tax:							
Current income tax charge for the year	19.21						
Income tax expense reported in the Statement of profit and loss	19.21						
<i>OCI section</i>							
							(₹ in million)
							For the year
							ended
							31 March 2023
							For the year
							ended
							31 March 2022
Tax related to items that will not be reclassified to profit or loss	0.01						
Income tax charged to OCI	0.01						
<b>Reconciliation between average effective rate and applicable tax rate:</b>							
							(₹ in million)
							For the year
							ended
							31 March 2023
							For the year
							ended
							31 March 2022
Accounting profit before income tax	112.65						
At India's statutory income tax rate 25.168% (Previous Year: 25.168%)	28.35						
- Effect of sale of fixed assets	(7.54)						
- Others	0.40						

**Notes to the financial statements for the year ended 31 March 2023**

**18. Composite Scheme of Arrangement**

(a) Proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12th August 2022 between the following companies:

- HSSS Investment Holding Private Limited (Amalgamating Company-1),
- KBHB Investment Holding Private Limited (Amalgamating Company-2),
- SSBPB Investment Holding Private Limited (Amalgamating Company-3),
- Jubilant Industries Limited (JIL) is the holding company of the Amalgamated company namely, Jubilant Agri and Consumer Products Limited (JACPL), and
- Jubilant Agri and Consumer Products Limited (JACPL) (Amalgamated Company), a wholly owned subsidiary of JIL.

(b) The Companies under Composite Scheme of Arrangement had received NOC (observation letters) from National Stock Exchange of India (NSE) and BSE Limited (BSE) dated February 17, 2023. Upon receipt of NOCs (observation letters) from NSE and BSE, the Company had filed the application, under section 230 to 232 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, before jurisdictional bench of NCLT dated 28 March 2023 in respect of the Composite Scheme of Arrangement amongst the Company as mentioned above in note 17 (a).

(c) Pursuant to the Composite Scheme the Amalgamating companies would merge with the Company from the appointed date i.e. July 01, 2022.

Amalgamating companies were forming part of the promoter group of the Company, which holding 10,552,342 equity shares in the Company constituting 70.04% of the Company's paid-up equity share capital. Consequent upon amalgamation of Amalgamating companies with the Company, shareholders of the amalgamating companies, directly will hold shares of the Company in the same proportion as they held through the erstwhile amalgamating companies.

(d) Upon the scheme becoming effective, the authorized share capital of the Company shall automatically stand enhanced by the authorized share capital of the amalgamating companies.

**(e) Assets acquired and liabilities assumed**

		(₹ in million)
Particulars		Amount
<b>Assets</b>		
Cash and cash equivalents	A	10.68
<b>Liabilities</b>		
Other current liabilities	B	0.16
<b>Equity</b>		
General reserve*	C	(38.33)
Capital reserve (Balancing figure)	(A-B-C)	48.85

\* Retained earnings (accumulated losses) of the amalgamating companies is adjusted with General reserve of the Company.

(f) Pursuant to the scheme, 10,552,342 fully paid up equity shares of the face value of ₹ 10.00 each credited as fully paid up in the share capital of the Company to the members of amalgamating companies in the ratio of their equity shareholding in amalgamating companies. There is no change in the promoter shareholding of the Company, pursuant to the scheme. The promoter continues to hold the same percentage of shares in the Company, pre and immediately post the amalgamation of amalgamating companies.

(g) Pursuant to Part C of the Scheme, upon the effective date and with effect from the appointed date, JIL shall stand amalgamated in Jubilant Agri and Consumer Products Limited (Amalgamated Company), its wholly owned subsidiary. In so far as the amalgamation of JIL into the Amalgamated Company is concerned, upon the effective date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled, and simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot equity shares, such that for every 1 (One) fully paid up equity share of ₹ 10/- each of JIL held by the equity shareholders of JIL as on the Record Date, 1 (One) equity Share shall be issued and allotted by the Amalgamated Company.

The equity shares issued by the Amalgamated Company, subject to approval/exemption from SEBI, be listed and/or admitted to trading on the stock exchanges where the equity shares of JIL are listed and/or admitted to trading.

(h) The above have been accounted for, in compliance with Ind AS 103 "Business Combination".

**Notes to the financial statements for the year ended 31 March 2023**

19. On September 03, 2020, the Board of Directors of the Company authorized to transfer its Plant and Machinery and Land and Building to a group company for a consideration based on an independent valuation.

The Company entered into an agreement to sell its Plant and Machinery and Land and Building for a consideration of ₹133.00 million on securing the requisite approvals. Accordingly, the financial statements have been presented in accordance with the requirements of Ind AS 105 "Non-Current Assets Held for Sale and Discontinued Operations"

Disclosure pursuant to Ind AS-105 "Non-Current Assets Held for Sale and Discontinued Operations" are as under:

**a) Non-current assets held for sale:**

(₹ in million)		
Block of assets held for sale	As at 31 March 2023	As at 31 March 2022
Land (Freehold)	-	6.81
Buildings Factory	-	4.22
Plant & machineries	-	2.68
<b>Total</b>	-	<b>13.71</b>

**b) Financial performance related to discontinued operations:**

(₹ in million)		
	For the year ended 31 March 2023	For the year ended 31 March 2022
i) Revenue from operations	0.09	0.95
ii) Other income	125.98	0.93
iii) Total revenue (i+ii)	126.07	1.88
iv) Total expenses	13.42	11.32
v) Profit/(Loss) from discontinued operations before tax (iii-iv)	112.65	(9.44)
vi) Tax expenses	19.21	-
<b>vii) Net profit/(loss) from discontinued operations (v-vi)</b>	<b>93.44</b>	<b>(9.44)</b>

**c) Summarised Statement of cash flows of discontinued operations:**

(₹ in million)		
	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash flows from operating activities	(12.43)	(13.52)
Cash flows from investing activities	9.92	11.03
Cash flows from financing activities	4.07	-

20. The outbreak of Coronavirus (COVID-19) pandemic globally and in India and lockdown has impacted business operation of the Company, by way of interruption in production, supply chain disruption, unavailability of personnel etc. In assessing the recoverability of Company's assets such as investments, loans, intangible assets, deferred tax assets, trade receivable, inventories etc., the Company has considered internal and external information up to the date of approval of these financial statements and expects to recover the carrying amount of the assets.

**Notes to the financial statements for the year ended 31 March 2023**

**21. Employee benefits in respect of the Company have been calculated as under:**

**A. Defined Contribution Plans**

The Company has certain defined contribution plan such as provident fund, employee pension scheme, wherein specified percentage is contributed to them. During the year, the Company has contributed following amounts to:

Particulars	(₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Employer's contribution to provident fund*	0.07	0.08
Employer's contribution to employee's pension scheme 1995	0.02	0.02

\* Earlier, for certain employees where provident fund was deposited with government authority e.g. Regional Provident Fund Commissioner (RPFC) and for other employees provident fund was deposited with Trust but effective from January 1, 2022 the Group had surrendered its Trust and transfer to RPFC as permitted under the Employees Provident Fund Act.

**B. Defined Benefits Plans**

**i. Gratuity**

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity. The discount rate assumed is 7.35% p.a. (Previous Year: 7.20% p.a.) which is determined by reference to market yield at the Balance Sheet date on government bonds. The retirement age has been considered at 58 years (Previous Year: 58 years) and mortality table is as per IALM (2012-14) [Previous Year: IALM (2012-14)].

The estimates of future salary increases, considered in actuarial valuation is 9% p.a. for first three years and 5% p.a. thereafter (Previous Year: 9% p.a. for first three years and 5% p.a. thereafter), taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Reconciliation of opening and closing balances of the present value of the defined benefit obligation:**

Particulars	(₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Present value of obligation at the beginning of the year	0.51	1.73
Current service cost	0.04	0.04
Interest cost	0.03	0.12
Actuarial (gain)/loss	(0.03)	-
Benefits paid & acquisition adjustments (out)	-	(1.38)
Present value of obligation at the end of the year	0.55	0.51

**Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:**

Particulars	(₹ in million)	
	31 March 2023	31 March 2022
Present value of obligation at the end of the year	0.55	0.51
Net liabilities recognized in the Balance Sheet	0.55	0.51

Company's best estimate of contribution during next year is ₹ 0.08 million (Previous Year: ₹ 0.08 million).

**Expense recognized in the Statement of Profit and Loss under employee benefits expense:**

Particulars	(₹ in million)	
	31 March 2023	31 March 2022
Total service cost	0.04	0.04
Net interest cost	0.03	0.12
<b>Expenses recognized in the Statement of Profit and Loss</b>	<b>0.07</b>	<b>0.16</b>

Notes to the financial statements for the year ended 31 March 2023

Amount recognized in other comprehensive income:

(₹ in million)		
Particulars	31 March 2023	31 March 2022
Actuarial gain/(loss) due to financial assumption change	(0.01)	-
Actuarial gain/(loss) due to experience adjustment	(0.02)	-
<b>Amount recognized in the Other Comprehensive Income</b>	<b>(0.03)</b>	<b>-</b>

Sensitivity analysis:

(₹ in million)				
Particulars Assumptions	31 March 2023			
	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(0.03)	0.03	0.03	(0.03)

(₹ in million)				
Particulars Assumptions	31 March 2022			
	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(0.03)	0.03	0.03	(0.03)

The sensitivity analysis above have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

ii. Provident Fund:

The Company made monthly contributions to provident fund managed by trust for qualifying employees. Under the scheme, the Company was required to contribute a specific percentage of the payroll costs to fund the benefits. As per Ind AS 19 on "Employee Benefits", employer established provident fund trusts was treated as defined benefit plans, since the Company was obliged to meet interest shortfall, if any, with respect to covered employees. The total liability of ₹ Nil (Previous Year: ₹ Nil) has been allocated to Company and ₹ Nil (Previous Year: ₹ Nil) has been charged to Statement of Profit and Loss during the year. The Group had surrendered its Trust effective from January 1, 2022 and aggregate funds had been transferred to Regional Provident Fund Commissioner (RPFC).

The Company has contributed ₹ Nil to provident fund (Previous Year: ₹ 0.03 million) for the year.

C. Other long term benefits (compensated absences)

(₹ in million)		
Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year	0.30	0.36

**Notes to the financial statements for the year ended 31 March 2023**

**22. Fair value measurement**

Particulars	Note	Level of hierarchy	(₹ in million)						
			31 March 2023			31 March 2022			
			FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost	
<b>Financial assets</b>									
Investments	(a)		-	-	3,060.61	-	-	-	3,046.94
Trade receivables	(a)		-	-	-	-	-	-	1.39
Loans	(a)		-	-	-	-	-	-	2.25
Cash and cash equivalents	(a)		-	-	4.84	-	-	-	3.28
Other bank balances			-	-	1.00	-	-	-	0.50
Other financial assets	(a)		-	-	12.85	-	-	-	3.65
<b>Total financial assets</b>			-	-	<b>3,079.30</b>	-	-	-	<b>3,058.01</b>
<b>Financial liabilities</b>									
Trade payables	(a)		-	-	1.33	-	-	-	4.73
Other financial liabilities	(a)		-	-	3.60	-	-	-	24.89
<b>Total financial liabilities</b>			-	-	<b>4.93</b>	-	-	-	<b>29.62</b>

**Note:**

(a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.



**Notes to the financial statements for the year ended 31 March 2023**

**23. Financial risk management**

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company, through three layers of defence namely policies and procedures, review mechanism and assurance aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Audit committee of the Board with top management oversee the formulation and implementation of the risk management policies. The risk are identified at business unit level and mitigation plan are identified, deliberated and reviewed at appropriate forums.

The Company has exposure to the following risks arising from financial instruments:

- credit risk [see(i)];
- liquidity risk [see(ii)]; and
- market risk [see(iii)].

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments.

The carrying amount of financial assets represents the maximum credit exposure.

**Trade receivables and other financial assets**

The Company has established a credit policy under which new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

**Expected credit loss for trade receivables:**

Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 months (net of expected credit loss allowance), excluding receivable from group companies is ₹ 0.27 million (Previous Year: ₹ 0.07 million).

The ageing of trade receivables as on balance sheet date is given below. The age analysis has been considered from the due date.

As at 31 March 2023: (₹ in million)

Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good	-	-	-	-	-	-	0
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-
Less: Allowance for credit impaired balances	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-

Notes to the financial statements for the year ended 31 March 2022

As at 31 March 2022:							(₹ in million)
Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good	1.12	-	-	0.27	-	-	1.39
in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>1.12</b>	<b>-</b>	<b>-</b>	<b>0.27</b>	<b>-</b>	<b>-</b>	<b>1.39</b>
Less: Allowance for credit	-	-	-	-	-	-	-
<b>Total</b>	<b>1.12</b>	<b>-</b>	<b>-</b>	<b>0.27</b>	<b>-</b>	<b>-</b>	<b>1.39</b>

*Expected credit loss on financial assets other than trade receivables:*

With regard to all financial assets with contractual cash flows, other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on Balance Sheet.

**ii. Liquidity risk**

Liquidity risk is the risk that the will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short-term and long-term liquidity requirements. Short term liquidity situation is reviewed daily by the Treasury. Longer term liquidity position is reviewed on a regular basis by the Company's Board of Directors and appropriate decisions are taken according to the situation.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

As at 31 March 2023	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Trade payables	1.33	1.33	1.33	-
Other financial liabilities	3.60	3.60	3.60	-

As at 31 March 2022	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Trade payables	4.73	4.73	4.73	-
Other financial liabilities	24.89	24.89	24.89	-

**iii. Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Currency risk**

Foreign currency is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has not foreign currency borrowing, foreign currency trade payable and trade receivable, therefore, no exposed to foreign currency risk.

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk because funds are not borrowed at floating rate.

**Notes to the financial statements for the year ended 31 March 2023**

**24. Capital management**

**Risk management**

The Company's objectives when managing capital are to:

- safeguarding their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

'Net Debt' (total borrowings net of cash and cash equivalents and other bank balances) divided by 'Total Equity' (as shown in the Balance sheet).

The gearing ratios were as follows:

Particulars	(₹ in million)	
	As at 31 March 2023	As at 31 March 2022
Total borrowings	-	-
Less: Cash and cash equivalents [Refer note 11 (a)]	4.84	3.28
Less: Other bank balances [Refer note 11 (b)]	1.00	0.50
Net debt	(5.84)	(3.78)
Total equity [Refer note 12 & 12 (a)]	3,060.98	2,949.78
<b>Gearing ratio</b>	<b>0.00</b>	<b>0.00</b>

No Changes were made in the objective, policies or process for managing capital during the years 31 March 2023 and 31 March 2022.

**25. Segment information**

Considering the nature of Company's business & operations, there are no separate reportable segments (business and/or geographical) in accordance with the requirements of Ind AS 108 "Segment Reporting". The Chief Operational Decision Maker monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than already provided in the financial statements.

Notes to the financial statements for the year ended 31 March 2023

26. Related party disclosures						
1. Subsidiaries:						
Jubilant Agri And Consumer Products Limited, Jubilant Industries Inc., USA.						
2. Enterprises in which certain key management personnel are interested						
Jubilant Pharmova Limited, Jubilant Ingrevia Limited.						
3. Key management personnel (KMP)						
Mr. Manu Ahuja* (CEO and Managing Director), Mr. Umesh Sharma (Chief Financial Officer), Mr. Abhishek Mishra (Company Secretary), Mr. Priyavrat Bhartia (Chairman), Mr. Shamit Bhartia (Director), Ms Shivpriya Nanda (Director) and Mr. Radhey Shyam Sharma (Director) and Mr. Ravinder Pal Sharma (Director).						
* He was appointed as CEO and Managing Director without remuneration w.e.f. May 10, 2018 for a period of three years and re-appointed for a period of three years in the Board Meeting held on February 4, 2021 (w.e.f. May 10, 2021). He also serve and draw remuneration as CEO and Whole-time Director from Jubilant Agri and Consumer Products Limited, a wholly owned subsidiary of the Company.						
4. Other related entities						
VAM Employees Provident Fund Trust, Jubilant Bhartia Foundation.						
5. Details of related party transactions (at arm length):						
31 March 2023 (₹ in million)						
Sr. No.	Particulars	Subsidiaries	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	<b>Sale of fixed assets:</b>					
	Jubilant Ingrevia Limited	-	134.71	-	-	134.71
		-	134.71	-	-	134.71
2	<b>Remuneration (including perquisites):</b>					
	Umesh Sharma (Chief Financial Officer)	-	-	0.26	-	0.26
	Abhishek Mishra (Company Secretary)	-	-	1.70	-	1.70
		-	-	1.96	-	1.96
3	<b>Sitting fees:</b>					
	Shivpriya Nanda (Director)	-	-	0.45	-	0.45
	Radhey Shyam Sharma (Director)	-	-	0.64	-	0.64
	Ravinder Pal Sharma (Director)	-	-	0.66	-	0.66
		-	-	1.75	-	1.75
4	<b>Interest income:</b>					
	Jubilant Agri and Consumer Products Limited	0.01	-	-	-	0.01
		0.01	-	-	-	0.01
5	<b>Reimbursement of expenses:</b>					
	Jubilant Enpro (P) Limited	-	-	0.01	-	0.01
		-	-	0.01	-	0.01
6	<b>Inter-corporate loan given received back:</b>					
	Jubilant Agri and consumer Products Limited	2.20	-	-	-	2.20
		2.20	-	-	-	2.20
7	<b>Receivable against sale of assets:</b>					
	Jubilant Ingrevia Limited	-	10.37	-	-	10.37
		-	10.37	-	-	10.37
8	<b>Other receivables:</b>					
	Jubilant Ingrevia Limited	-	2.35	-	-	2.35
		-	2.35	-	-	2.35
9	<b>Outstanding investment in Equity share capital:</b>					
	Jubilant Agri and consumer Products Limited	3,016.28	-	-	-	3,016.28
		3,016.28	-	-	-	3,016.28
10	<b>Outstanding investment in Equity stock:</b>					
	Jubilant Industries Inc. USA	10.75	-	-	-	10.75
		10.75	-	-	-	10.75
11	<b>Financial guarantee given on behalf of subsidiary and outstanding at the end of the year:</b>					
	Jubilant Agri and consumer Products Limited	2,711.79	-	-	-	2,711.79
		2,711.79	-	-	-	2,711.79

Notes to the financial statements for the year ended 31 March 2023

31 March 2022

(₹ in million)

Sr. No.	Particulars	Subsidiaries	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	<b>Sale of goods, utilities and services:</b>					
	Jubilant Agri and Consumer Products Limited	1.12	-	-	-	1.12
		<b>1.12</b>	-	-	-	<b>1.12</b>
2	<b>Purchase of goods, utilities and services:</b>					
	Jubilant Ingrevia Limited	-	0.78	-	-	0.78
		-	<b>0.78</b>	-	-	<b>0.78</b>
3	<b>Remuneration (including perquisites):</b>					
	Umesh Sharma (Chief Financial Officer)	-	-	0.26	-	0.26
	Abhishek Mishra (Company Secretary)	-	-	1.56	-	1.56
		-	-	<b>1.82</b>	-	<b>1.82</b>
4	<b>Sitting fees:</b>					
	Shivpriya Nanda (Director)	-	-	0.48	-	0.48
	Radhey Shyam Sharma (Director)	-	-	0.61	-	0.61
	Ravinder Pal Sharma (Director)	-	-	0.63	-	0.63
		-	-	<b>1.72</b>	-	<b>1.72</b>
5	<b>Interest income:</b>					
	Jubilant Agri and Consumer Products Limited	0.85	-	-	-	0.85
		<b>0.85</b>	-	-	-	<b>0.85</b>
6	<b>Contribution towards provident fund:</b>					
	VAM Employees Provident Fund Trust	-	-	-	0.09	0.09
		-	-	-	<b>0.09</b>	<b>0.09</b>
7	<b>Inter-corporate loan given received back:</b>					
	Jubilant Agri and consumer Products Limited	9.90	-	-	-	9.90
		<b>9.90</b>	-	-	-	<b>9.90</b>
8	<b>Outstanding against Advance received for sale of assets:</b>					
	Jubilant Ingrevia Limited	-	116.69	-	-	116.69
		-	<b>116.69</b>	-	-	<b>116.69</b>
9	<b>Trade payables:</b>					
	Jubilant Ingrevia Limited	-	0.02	-	-	0.02
		-	<b>0.02</b>	-	-	<b>0.02</b>
10	<b>Other receivables:</b>					
	Jubilant Ingrevia Limited	-	2.92	-	-	2.92
		-	<b>2.92</b>	-	-	<b>2.92</b>
11	<b>Trade receivables:</b>					
	Jubilant Agri and consumer Products Limited	1.12	-	-	-	1.12
		<b>1.12</b>	-	-	-	<b>1.12</b>
12	<b>Inter-corporate loan receivable:</b>					
	Jubilant Agri and consumer Products Limited	2.20	-	-	-	2.20
		<b>2.20</b>	-	-	-	<b>2.20</b>
13	<b>Interest receivable on loan:</b>					
	Jubilant Agri and consumer Products Limited	0.14	-	-	-	0.14
		<b>0.14</b>	-	-	-	<b>0.14</b>
14	<b>Outstanding investment in Equity share capital:</b>					
	Jubilant Agri and consumer Products Limited	3,016.28	-	-	-	3,016.28
		<b>3,016.28</b>	-	-	-	<b>3,016.28</b>
15	<b>Outstanding investment in Equity stock:</b>					
	Jubilant Industries Inc. USA	10.75	-	-	-	10.75
		<b>10.75</b>	-	-	-	<b>10.75</b>
16	<b>Financial guarantee given on behalf of subsidiary and outstanding at the end of the year:</b>					
	Jubilant Agri and consumer Products Limited	2,879.65	-	-	-	2,879.65
		<b>2,879.65</b>	-	-	-	<b>2,879.65</b>

Note: Transactions are shown inclusive of GST, wherever applicable.

Notes to the financial statements for the year ended 31 March 2023

27. Ratio					
Sr. No.	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	Change	Reason for change
a)	Current Ratio (number of times) [Current assets (excluding assets held for sale) / Current Liabilities (excluding liabilities related to assets held for sale)]	0.98	1.14	-14.04%	
b)	Debt - Equity Ratio (number of times) [Total Debt/Shareholders' Equity]	-	-	-	Company does not carry any debt
c)	Debt Service Coverage Ratio (number of times) [Earnings available for debt service/Debt service]	-	-	-	Company does not carry any debt
d)	Return on Equity (number of times) [Net profit after tax/Average shareholders' equity]	-	-	-	Company has discontinued its operations.
e)	Inventory Turnover Ratio (number of times) [Raw material consumed/Average inventory]	-	-	-	Company has discontinued its operations.
f)	Trade Receivables Turnover Ratio (number of times) [Revenue from operations/Average trade receivables]	-	-	-	Company has discontinued its operations.
g)	Trade Payables Turnover Ratio (number of times) [Cost of materials consumed/ Average trade payables]	-	-	-	Company has discontinued its operations.
h)	Net Capital Turnover Ratio (number of times) [Revenue from operations/Working capital]	-	-	-	Company has discontinued its operations.
i)	Net Profit Ratio (%) [Net profit after tax/Revenue from operations]	-	-	-	Company has discontinued its operations.
j)	Return on Capital Employed (number of times) [Profit before interest and tax/Capital employed]	-	-	-	Company has discontinued its operations.
k)	Return on Investments (number of times) [Net profit after tax/Average investments]	-	-	-	Company carries its investments in wholly owned subsidiaries and no dividend received during the periods.



**Notes to the financial statements for the year ended 31 March 2023**

**28. Contingent Liabilities to the extent not provided for**

**A) Guarantees:**

The Company has given corporate guarantee on behalf of its wholly owned subsidiary, Jubilant Agri and Consumer Products Limited to secure financial facilities granted by banks, details for guarantees as at 31 March 2023 are as under:

- a) To Axis Bank Ltd of ₹ 1,400.00 million (Previous Year: ₹ 850.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 957.27 million (Previous Year: ₹ 451.33 million).
- b) To Yes Bank Ltd of ₹ 600.00 million (Previous Year: ₹ 160.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 250.10 million (Previous Year: ₹ 140.60 million).
- c) To RBL Limited of ₹ 1,200.00 million (Previous Year: ₹ 900.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 453.67 million (Previous Year: ₹ 439.87 million).
- d) To RBL Limited of ₹ 1,576.25 million (Previous Year: ₹ 2,076.25 million) for term loan facility and effective guarantee is ₹ 225.00 million including interest (Previous Year: ₹ 979.30 million).
- e) To SBM Bank (India) Limited of ₹ Nil (Previous Year: ₹ 400.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ Nil (Previous Year: ₹ 115.42 million).
- f) To IDFC First Bank Limited of ₹ 600.00 million (Previous Year: ₹ 240.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 198.61 million (Previous Year: ₹ 46.95 million).
- g) To HDFC Bank Limited of ₹ 1,050.00 million (Previous Year: ₹ 750.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 290.48 million (Previous Year: ₹ 440.96 million).
- h) To ICICI Bank Limited of ₹ 850.00 million (Previous Year: ₹ 500.00 million) for working capital facility (including non fund based facility) and effective guarantee is ₹ 336.65 million (Previous Year: ₹ 265.22).

**B) Claims against Company not acknowledged as debt:**

Claims/Demands in respect of which proceeding or appeals are pending and are not acknowledged as debts on account of:

Particulars	(₹ in million)	
	As at 31 March 2023	As at 31 March 2022
Sales tax	-	15.23

**29. Leases**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognized as expense ₹ Nil (Previous Year: ₹ Nil) on a straight-line basis over the lease term.

Notes to the financial statements for the year ended 31 March 2023

**30. Employee Stock Option Scheme**

The Company has two Employee Stock Option Scheme namely,  
 - JIL Employee Stock Option Scheme 2013 ("Scheme 2013")  
 - JIL Employee Stock Option Scheme 2018 ("Scheme 2018")

**Scheme 2013:**

The Company constituted "JIL Employees Stock Option Scheme 2013 (Scheme 2013)" for employees of the Company, its subsidiaries and holding companies. Under the Scheme 2013, up to 5,90,000 stock options can be issued to eligible employees of the Company/subsidiaries/holding companies. The options are to be granted at the price as determined by the Nomination, Remuneration and Compensation Committee (Committee), in accordance with the applicable laws.

Each option, upon vesting, shall entitle the holder to subscribe 1 (one) fully paid equity share of ₹ 10 of the Company. 20% of the options shall vest on first anniversary of the grant date, subsequent 30% shall vest on second anniversary and balance 50% of the options shall vest on the third anniversary of the grant date or as may be decided by the Committee from time to time, subject to compliance with the applicable laws.

The Company has constituted a Committee, comprising of a majority of independent directors. This Committee is fully empowered to administer the Scheme 2013.

The movement in the stock option under the "Scheme 2013" during the year is set out below:

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	1,03,374	147.56	90,000	121.93
Granted during the year	30,000	393.70	13,374	320.00
Expired/Lapsed during the year	2,031	320.00	-	-
Options forfeited during the year	-	-	-	-
Options exercised during the year	36,000	112.97	-	-
Options outstanding at the end of the year	95,343	234.40	1,03,374	147.56

**Scheme 2018:**

The Company constituted "JIL Employees Stock Option Scheme 2018 (Scheme 2018)" for employees of the Company, its subsidiaries and holding companies. Under the Scheme 2018, up to 5,00,000 stock options can be issued to eligible employees of the Company/subsidiaries/holding companies. The options are to be granted at the price as determined by the Nomination, Remuneration and Compensation Committee (Committee), in accordance with the applicable laws.

Each option, upon vesting, shall entitle the holder to subscribe 1 (one) fully paid equity share of ₹ 10 of the Company. Options shall vest at the end of the third year from the grant date or as may be decided by the Committee from time to time, subject to compliance with the applicable laws.

The Company has constituted a Compensation Committee, comprising of a majority of independent directors. This Committee is fully empowered to administer the Scheme 2018.

The movement in the stock option under the "Scheme 2018" during the year is set out below:

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	94,900	10.00	44,600	10.00
Granted during the year	13,700	10.00	50,300	10.00
Expired/Lapsed during the year	-	-	-	-
Options forfeited during the year	-	-	-	-
Options exercised during the year	-	-	-	-
Options outstanding at the end of the year	1,08,600	10.00	94,900	10.00

**Expenses arising from share-based payment transaction**

The expenses arising from share-based payment transaction recognized in Standalone Financial Statements as part of Investments ₹ 13.67 million (Previous Year: ₹ 7.67 million).

**Notes to the financial statements for the year ended 31 March 2023**

**31. Other Statutory Information**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (v) The Company has not revalued any of its Property, Plant and Equipment during the year.
- (vi) There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
- (vii) There is no expenditure related to corporate social responsibility as per section 135 of the Companies Act, 2013, read with Schedule VII thereof.
- (viii) The company does not carry any borrowing from bank for working capital, hence, the Company has not filed quarterly returns or statements for working capital limits with banks.
- (ix) There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the end of the year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.
- (x) There is no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**32. Auditors remuneration**

(₹ in million)

Particulars	As at 31 March 2023	As at 31 March 2022
Audit fee	0.23	0.19
Limited review	0.19	0.17
Other certifications	0.72	0.17
Out of pocket expenses	0.01	-
<b>Total</b>	<b>1.15</b>	<b>0.53</b>

Notes to the financial statements for the year ended 31 March 2023

33. Earnings per share (EPS)

Particulars		For the year ended 31 March 2023	For the year ended 31 March 2022
<b>I Profit computation for basic &amp; diluted earnings per share of ₹ 10/- each</b>			
Net profit/(loss) as per Statement of Profit & Loss from continuing operations available for equity shareholders	₹ in million	-	-
Net profit/(loss) as per Statement of Profit & Loss from discontinued operations available for equity shareholders	₹ in million	93.44	(9.44)
Net profit/(loss) as per Statement of Profit & Loss from continuing and discontinued operations available for equity shareholders	₹ in million	93.44	(9.44)
<b>II Weighted average number of equity shares for earnings per share computation</b>			
(A) For basic earnings per share*	Nos	1,50,59,605	1,50,31,101
(B) For diluted earnings per share:			
Numbers of shares for basic EPS as per II (A)	Nos	1,50,59,605	1,50,31,101
Add: Weighted average outstanding options related to employee stock options	Nos	1,49,334	1,70,094
Numbers of shares for diluted earnings per share	Nos	1,52,08,939	1,52,01,195
<b>III Earnings per equity share of ₹ 10.00 each:</b>			
<b>From continuing operations:</b>			
Basic	₹	-	-
Diluted	₹	-	-
<b>From discontinued operations:</b>			
Basic	₹	6.21	(0.63)
Diluted	₹	6.14	(0.63)
<b>From continuing operations and discontinued operations:</b>			
Basic	₹	6.21	(0.63)
Diluted	₹	6.14	(0.63)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Number of Shares at the beginning of the year	1,50,31,101	1,50,31,101
Add: Current Year: 36,000 Equity shares issued on 16 June 2022 (Previous Year: Nil)		
Current Year: 36000/365*289 (Previous Year: Nil)	28,504.00	-
<b>Weighted average number of equity shares</b>	<b>1,50,59,605</b>	<b>1,50,31,101</b>

34. Previous year figures have been re-grouped and re-arranged wherever necessary to conform current year's classification.

In terms of our report of even date.

For **BGJC & Associates LLP**  
Chartered Accountants  
Firm Registration Number : 003304N/N500056  
Sd/-  
**Pranav Jain**  
Partner  
Membership No.098308

Place: New Delhi  
Date: 25 May, 2023

Sd/-  
**Abhishek Kamra**  
Company Secretary  
Membership No. A48236

Place: Gurugram  
Date: 25 May, 2023

For and on behalf of Board of **Jubilant Industries Limited**

Sd/-  
**Umesh Sharma**  
Chief Financial Officer

Sd/-  
**Priyavrat Bhartia**  
Chairman  
DIN: 00020603  
Sd/-  
**Manu Ahuja**  
CEO & Managing Director  
DIN: 05123127

## INDEPENDENT AUDITOR'S REPORT

**To the Members of HSSS Investment Holding Private Limited**

**Report on the Audit of the Standalone Financial Statements**

### Opinion

We have audited the accompanying Standalone Financial Statements of HSSS Investment Holding Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss, and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

### Information other than the Standalone Financial Statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the director report, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



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Delhi Gurugram Mumbai Noida Udaipur  
GSTIN: 07AAAFB0028K1ZW

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As Management does not present any other information and we were not provided with any, we have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.





- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal financial control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the annual Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under section 133 of the Act;
- e. On the basis of the written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. In our opinion and according to the information and explanations given to us, reporting under clause (i) of sub-section (3) of Section 143 of the Act on adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls is not applicable to the Company as per Notification No. GSR 583(E), dated 13th June 2017 issued by Ministry of Corporate Affairs.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the explanations given to us, the Company being a private limited company, the provisions of section 197 read with schedule V to the Act are not applicable to the company.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company did not have any pending litigation which impact on its financial position in its financial statements.;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - (iii) There is no amount required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year and until the date of this report
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is mandatory only w.e.f. April 1, 2023, for the Company, reporting under this clause is not applicable.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056



**Pranav Jain**

Partner

Membership No. 098308



UDIN: 23098308BGVLA06258

Date: New Delhi

Place: May 16, 2023

## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of HSSS Investment Holding Private Limited on the standalone financial statements for the year ended March 31,2023]

To the best of our information and according to the information, explanations, and written representations provided to us by the Company and the books of account and other records examined by us in the normal course of audit we report that:

- (i) The Company does not have any property, plant and equipment or intangible assets or right of use assets or investment property and accordingly, reporting under clause 3(i) of 'the Order' is not applicable.
- (ii) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanation given to us, the provisions of Section 185 of the Act are not applicable to the Company as it has not granted any loans, securities and guarantee to the parties covered under section 185. Further, the Company has complied with the provisions of the Section 186 of the Act.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits and there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.



- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including written representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate company.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its associate company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with section 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.



According to the information and explanations given to us, the Company is not required to have an internal audit system under section 138 of the Act and consequently, does not have

an internal audit system. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.

- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current and immediately preceding financial years amounting to Rs. 30.98 Lacs and Rs. 67.65 Lacs respectively.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, The Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056



**Pranav Jain**

Partner

Membership No. 098308



UDIN: 23098308BGVLA006252

Date: May 16, 2023

Place: New Delhi



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
Standalone Balance Sheet as at

( Amount (Rs.) in Lacs )

Particulars	Note No.	31st March, 2023	31st March, 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	2	3,241.00	2,201.00
Reserves and Surplus	3	(331.86)	(300.88)
		<b>2,909.14</b>	<b>1,900.12</b>
<b>Non Current Liabilities:</b>			
Long Term Borrowings	4	-	964.38
<b>Current Liabilities:</b>			
Other Current Liabilities	5	0.25	6.72
Short Term Provisions	6	0.24	-
		<b>0.49</b>	<b>971.10</b>
<b>TOTAL</b>		<b>2,909.63</b>	<b>2,871.22</b>
<b>ASSETS</b>			
<b>Non Current assets:</b>			
Investment	7	2,861.21	2,861.21
		<b>2,861.21</b>	<b>2,861.21</b>
<b>Current assets:</b>			
Cash and Bank Balances	8	48.05	9.99
Other Current Assets	9	0.37	0.02
		<b>48.42</b>	<b>10.01</b>
<b>TOTAL</b>		<b>2,909.63</b>	<b>2,871.22</b>
Significant Accounting Policies			
Notes to Financial Statements			

(These accompanying notes are integral part of Financial Statements)

As per our report of even date attached  
For BGJC & Associates LLP  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Pranav Jain*  
**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors  
HSSS INVESTMENT HOLDING PRIVATE LIMITED

*Takesh Mathur*  
**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA



*Parveen Kumar Goyal*  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA

*Nihit Garg*  
**Nihit Garg**  
Company Secretary  
M.No.: A-55373  
Date: 16/05/2023  
Place: NOIDA

**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
Standalone Statement of Profit & Loss for the Year ended

( Amount (Rs.) in Lacs )

Particulars	Note No.	31st March 2023	31st March 2022
<b>Income</b>			
Other Income	10	1.47	-
<b>Total Income</b>		<b>1.47</b>	<b>-</b>
<b>Expenses:</b>			
Employees Benefit Expenses	11	1.55	1.80
Finance Cost	12	15.33	64.92
Other Expenses	13	15.18	0.93
<b>Total Expenses</b>		<b>32.06</b>	<b>67.65</b>
Loss Before Tax & Prior Year Items		(30.59)	(67.65)
Prior Year Items (Net)		-	-
Loss Before Tax		(30.59)	(67.65)
Tax Expense		0.39	-
<b>Loss for the year</b>		<b>(30.98)</b>	<b>(67.65)</b>
Earning per share-Basic (Nominal value Rs. 10/- per share) (In Rs.)	17	(309.80)	(676.50)
Significant Accounting Policies	1		
Notes to Financial Statements	2-21		

(These accompanying notes are integral part of Financial Statements)

As per our report of even date attached  
For **BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Pranav Jain*  
**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors  
**HSSS INVESTMENT HOLDING PRIVATE LIMITED**

*Takesh Mathur*  
**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA



*Parveen Kumar Goyal*  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA

*Nihit Garg*  
**Nihit Garg**  
Company Secretary  
M.No.: A-55373  
Date: 16/05/2023  
Place: NOIDA

**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED**

( Amount (Rs.) in Lacs )

Particulars	31st March 2023	31st March 2022
<b>Cash flows from operating activities</b>		
Loss before taxes	(30.59)	(67.65)
<u>Adjustments</u>		
Interest Income	(1.47)	-
Interest Expense	15.33	64.92
	(16.73)	(2.73)
<b>Operating loss before adjustment of extra ordinary items</b>		
Extra ordinary items	-	-
<b>Operating loss before changes in working capital</b>	(16.73)	(2.73)
<u>Adjustments for-</u>		
Increase / (Decrease) in other Current Liabilities & Provisions	(6.47)	6.00
Decrease in Other Current Assets	0.02	0.01
<b>Cash generated from operating activities before taxes</b>	(23.18)	3.28
Taxes (paid)	(0.15)	-
<b>Cash generated from/(used in) operating activities</b>	(23.33)	3.28
<b>Cash flows from investing activities</b>		
Interest Income	1.10	-
Investment in Fixed Deposits (Net)	(42.28)	-
<b>Net cash flows /(used) in investing activities</b>	(41.18)	-
<b>Cash flows from financing activities</b>		
Issue of Preference Share Capital	3,240.00	-
Redemption of Preference Share Capital	(2,200.00)	-
Inter Corporate Loan received/ Interest Converted to Loan	7.00	70.43
Inter Corporate Loan received repaid	(971.38)	-
Interest Expense	(15.33)	(64.92)
<b>Net cash flows in Financing activities</b>	60.29	5.51
Net increase / (decrease) in Cash and Cash Equivalents	(4.22)	8.79
Opening Cash and Cash Equivalents	9.99	1.20
<b>Closing Cash and Cash Equivalents</b>	5.77	9.99

**Notes to Cash Flow Statement:**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Cash and Cash Equivalents</b>		
In Current Account	5.77	9.98
Cash on hand	-	0.01
<b>Total</b>	5.77	9.99

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 on "Cash Flow Statement".

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Pranav Jain*  
**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors  
**HSSS INVESTMENT HOLDING PRIVATE LIMITED**

*Takesh Mathur*  
**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA

*Parveen Kumar Goyal*  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA



*Nihit Garg*  
**Nihit Garg**  
Company Secretary  
M No : A-55373  
Date: 16/05/2023  
Place : NOIDA

**1- NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2023**

**Nature of Operation**

To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/body/bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.

**SIGNIFICANT ACCOUNTING POLICIES**

**(a) Basis of Preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles ('I-GAAP') in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

The company is a small and Medium Sized Company (SMC) as defined in the General instruction in respect of accounting standards notified under Section 133 of the Companies Act, 2013 (Act) and Rule 7 of the Companies (Accounts) Rules 2014. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.

**(b) Use of Estimates**

The preparation of financial statements is in conformity with the I-GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent's assets and liabilities on the date of financial statements and the results of operations during the reporting period. Actual result could be different from these estimates. Any changes in estimates are recognized in the period in which the results are known / materialized.

**(c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried the lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**(d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Interest income is recognized on ultimate realisation basis.





**1- NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2023**

**(e) Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

**(f) Income Taxes**

Tax expenses comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

Deferred tax is measured based on the rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**(g) Provisions**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

**(h) Borrowing cost**

Borrowing costs directly attributable to acquisition or construction or production of assets which takes substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Laacs )

<b>Note-2 Share Capital</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Authorised</b>		
10,000 (P/Y 10,000) Equity Shares of Rs 10/- each	1 00	1 00
32,40,000 (P/Y 22,00,000) Preference Shares of Rs 100/- each	3,240 00	2,200.00
<b>Issued, Subscribed &amp; Paid up</b>		
10,000 ( P/Y 10,000) Equity Shares of Rs 10/- each fully paid up	1 00	1 00
32,40,000 ( P/Y 22,00,000) 7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs 100/- each fully paid up	3,240.00	2,200 00
<b>Total</b>	<b>3,241.00</b>	<b>2,201.00</b>

**Note-2.1 Rights, Preferences & Restrictions of Shares**

<b>Equity Shares:</b>
The company has only one class of equity share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board ( if any ) is subject to approval by the shareholders in the following Annual General meeting. In the event of liquidation of the company, the holders of the equity shares shall be entitled to receive remaining assets of the company, after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.
<b>Preference Shares:</b>
The said 7.60% Preference Shares shall have preferential right to dividend, and in case of winding up of the Company, preferential right to repayment of capital. These shares carry a non cumulative dividend of 7.60% p a. The holder of the said Preference Shares shall have a right to attend general meetings of the company and vote on resolutions directly affecting their interest.

<b>Note-2.2 Reconciliation of shares outstanding</b>	<b>As at 31st March 2023</b>		<b>As at 31st March 2022</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	10000	1 00	10000	1 00
Shares issued during the year	-	-	-	-
Shares redeemed during the year	-	-	-	-
Shares outstanding at the end of the year	10000	1 00	10000	1 00
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 100 each</b>				
Shares outstanding at the beginning of the year	2200000	2,200 00	2200000	2,200 00
Shares Issued during the year	3240000	3,240 00	-	-
Shares redeemed during the year	2200000	2,200 00	-	-
Shares outstanding at the end of the year	3240000	3,240 00	2200000	2,200 00

**Note-2.3 Name of shareholders holding more than 5% of shares in the company**

<b>Name of Shareholder</b>	<b>As at 31st March 2023</b>		<b>As at 31st March 2022</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>Equity Shares:</b>				
SPB Trustee Company Pvt Ltd and SS Trustee Company Pvt Ltd (jointly holding shares as trustee on behalf of Shyam Sunder Bhartia Family Trust)	5000	50	5000	50
HSB Trustee Company Pvt Ltd and HS Trustee Company Pvt Ltd (jointly holding shares as trustee on behalf of Hari Shanker Bhartia Family Trust)	5000	50	5000	50
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>				
VAM Holdings Ltd.	-	-	2200000	100
SPB Trustee Company Pvt Ltd. and SS Trustee Company Pvt Ltd. (jointly holding shares as trustee on behalf of Shyam Sunder Bhartia Family Trust)	1620000	50	-	-
HSB Trustee Company Pvt Ltd and HS Trustee Company Pvt Ltd. (jointly holding shares as trustee on behalf of Hari Shanker Bhartia Family Trust)	1620000	50	-	-





**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

Note-2.4 Shares held by promoters at the end of the year					
Name of Promoter	As at 31st March 2023		As at 31st March 2022		% Change during the year
	No. of Shares held	% of total shares	No. of Shares held	% of total shares	
<b>Equity Shares:</b>					
SPB Trustee Company Pvt. Ltd. and SS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Shyam Sunder Bhartia Family Trust)	5000	50	5000	50	-
HSB Trustee Company Pvt. Ltd. and HS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Hari Shanker Bhartia Family Trust)	5000	50	5000	50	-
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>					
SPB Trustee Company Pvt. Ltd. and SS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Shyam Sunder Bhartia Family Trust)	1620000	50	-	-	100
HSB Trustee Company Pvt. Ltd. and HS Trustee Company Pvt. Ltd. (jointly holding shares as trustee on behalf of Hari Shanker Bhartia Family Trust)	1620000	50	-	-	100

Note-3 Reserves & Surplus				
Particulars	As at 31st March 2023		As at 31st March 2022	
	<b>Deficit in Statement of Profit &amp; Loss</b>			
Opening balance		(300.88)		(233.23)
Loss for the year		(30.98)		(67.65)
Closing Balance		(331.86)		(300.88)
<b>Total</b>		<b>(331.86)</b>		<b>(300.88)</b>

Note-4 Long term Borrowings				
Particulars	As at 31st March 2023		As at 31st March 2022	
	Unsecured Loan from related Party		-	
<b>Total</b>		<b>-</b>		<b>964.38</b>

Note-5 Other Current Liabilities				
Particulars	As at 31st March 2023		As at 31st March 2022	
	TDS Payable		0.05	
Expense payable		0.20		0.22
<b>Total</b>		<b>0.25</b>		<b>6.72</b>

The Company has not received the required information from some suppliers/ parties regarding their status under the Micro Small and Medium Enterprises Development Act 2006. The Company believes that they have not entered into any transaction with the parties covered under Micro, small and medium enterprises development Act, 2006 except disclosed below:

Expenses payable includes Rs. 0.20 Lakhs (PY Rs. 0.22 Lakhs) due to Micro, Small & Medium Enterprises (MSME)

Note-6 Short Term Provisions				
Particulars	As at 31st March 2023		As at 31st March 2022	
	Provision for taxation (net of TDS, Advance Tax & Self Assessment Tax)		0.24	
<b>Total</b>		<b>0.24</b>		<b>-</b>



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

<b>Note-7 Non- Current Investments</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Investment in Equity Shares</b>		
<b>Quoted - Non Trade</b>		
71,64,048 (PY 71,64,048) Shares of Jubilant Industries Ltd. of Rs. 10/- each fully paid up (50,59,440 no. of shares received as gift )	2,861.21	2,861.21
<b>Total</b>	<b>2,861.21</b>	<b>2,861.21</b>
Aggregate Cost of Quoted Investment	2,861.21	2,861.21
Market Value of Quoted Investment	27,800.09	33,466.85

<b>Note-8 Cash and Bank Balances</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Cash and Cash Equivalents</b>		
In Current Account	5.77	9.98
Cash on hand	-	0.01
<b>Other Bank Balance</b>		
Fixed Deposits with maturity less than 12 months	42.28	-
<b>Total</b>	<b>48.05</b>	<b>9.99</b>

<b>Note-9 Other Current Assets</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Prepaid Expenses</b>		
Interest accrued on FDRs	0.37	0.02
<b>Total</b>	<b>0.37</b>	<b>0.02</b>

<b>Note-10 Other Income</b>		
<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
<b>Interest on FDRs</b>		
	1.47	-
<b>Total</b>	<b>1.47</b>	<b>-</b>

<b>Note-11 Employees Benefit Expenses</b>		
<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
<b>Salary</b>		
	1.55	1.80
<b>Total</b>	<b>1.55</b>	<b>1.80</b>

<b>Note-12 Finance Cost</b>		
<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
<b>Interest on Loan</b>		
	15.33	64.92
<b>Total</b>	<b>15.33</b>	<b>64.92</b>



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

<b>Note-13 Other Expenses</b>		
<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
Audit Fee (including Goods and Service Tax)	0.11	0.11
Accounting Charges	0.07	0.07
Legal & Professional Fees	6.04	0.51
Rent	0.14	0.14
Filing Fees	7.93	0.02
Demat charges	0.06	0.06
Fees & Subscription	0.49	-
Bank Charges	0.02	0.02
Travelling Expenses	0.31	-
Printing & Stationary	0.01	-
Misc Expenses	-	-
<b>Total</b>	<b>15.18</b>	<b>0.93</b>

<b>Note-14 Contingent liabilities and commitments</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
(i) Contingent Liabilities	Nil	Nil
(ii) Capital Commitments	Nil	Nil
(iii) Commitments	Nil	Nil

<b>Note-15 Disclosures of payments made to Auditor</b>		
<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
Payments to the auditor as (Excluding Goods and Service Tax)		
i) Statutory audit fees	0.09	0.09
ii) For other services (certification),	0.96	-
iii) For reimbursement of expenses;	-	-
<b>Total</b>	<b>1.05</b>	<b>0.09</b>

**Note-16 Related Party Disclosure**

As Per Accounting Standard 18, the disclosures of transactions with related parties are given as below:-

<b>Related Party Disclosure and Related party Transaction</b>	
(a) Holding Company	Nil*
(b) Subsidiaries	Nil
(c) Joint Ventures	Nil
(d) Company's Associates	Jubilant Industries Limited
(e) Company in respect of which Reporting company is an Associate	Nil
(f) Directors/Key Managerial Personnels (KMPs) (including Directors and KMPs of Holding Company)	Mrs Kavita Bhartia (Director) Mr Shyam Sunder Bhartia (Director) Mr Parveen Kumar Goyal (Director) Mrs Hinna Garg (Company Secretary) (Resigned w e f 10/11/2022) Mr Nihit Garg (Company Secretary) (Appointed w e f 02/01/2023) Mr Takesh Mathur (Director) (Appointed w e f. 27.06.2022)
(g) Other Related Parties with whom transactions have been entered into during the Financial Year 2022-23 by the Reporting Enterprise, where the Reporting Enterprise is directly or indirectly interested	Jubilant Enpro Private Limited Jubilant Consumer Private Limited VAM Holdings Limited Shyam Sunder Bhartia Family Trust Hari Shanker Bhartia Family Trust

\* The entire equity shareholding of the Company is held by Hari Shanker Bhartia Family Trust and Shyam Sunder Bhartia Family Trust in the ratio of 50:50 (i.e. 1) 5000 Equity Shares are held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited as Trustees, jointly, on behalf of the Hari Shanker Bhartia Family Trust; and 2) 5000 Equity Shares are held by SPB Trustee Company Private Limited and SS Trustee Company Private Limited as Trustees, jointly, on behalf of the Shyam Sunder Bhartia Family Trust.



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

<b>Related Parties Transaction &amp; Outstanding Balance</b>			
<b>Name of the Company/Party</b>	<b>Nature of transaction</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
<b>Details of related party transactions during the year</b>			
Jubilant Enpro Private Limited	Rent Paid	0.14	0.14
Jubilant Enpro Private Limited	Accounting Charges Paid	0.07	0.07
VAM Holdings Limited	Redemption of Preference Share Capital	2,200.00	-
Hari Shanker Bhartia Family Trust	Issuance of Preference Share Capital	1,620.00	-
Shyam Sunder Bhartia Family Trust	Issuance of Preference Share Capital	1,620.00	-
Mrs. Hinna Garg	Salary paid	1.10	1.80
Mr. Nihit Garg	Salary paid	0.45	-
Jubilant Consumer Pvt Ltd	Loan taken / Interest converted to Loan	7.00	70.43
Jubilant Consumer Pvt Ltd	Loan Repaid	971.38	-
Jubilant Consumer Pvt Ltd	Interest Expense	15.33	64.92
<b>Outstanding Balance of Related Parties at the end of the year</b>			
<b>Name of the Company/Party</b>		<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Unsecured Loan Payable</b>			
Jubilant Consumer Pvt Ltd		-	964.38
<b>Investments</b>			
Jubilant Industries Ltd		2,861.21	2,861.21

<b>Note-17 Earnings per equity share</b>		
<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
Net Loss as per Statement of Profit and Loss for calculation of Basic EPS (Amount (Rs ) in Lacs)	(30.98)	(67.65)
Number of equity Shares of Rs 10 each at the end of the year	10000	10000
Weighted average number of equity Shares of Rs 10 each at the end of the year for calculation of Basic EPS	10000	10000
Basic Earning Per Share (in Rs )	(309.80)	(676.50)



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

Note-18 Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for variance
Current Ratio (no. of times)	Current Assets	Current Liabilities	193.68	1.49	12898.66%	Due to Increase in Cash and Bank Balances due to increase in Preference Shares issued
Debt-Equity Ratio (no. of times)	Total Debt (Long Term borrowings)	Shareholder's Equity	-	-3.22	-100.00%	Decrease in Long Term Borrowings
Return on Equity Ratio	NA	NA	NA	NA	NA	NA
Inventory Turnover Ratio	NA	NA	NA	NA	NA	NA
Trade receivable Turnover Ratio	NA	NA	NA	NA	NA	NA
Trade payables turnover ratio	NA	NA	NA	NA	NA	NA
Net capital turnover ratio	NA	NA	NA	NA	NA	NA
Net profit ratio	NA	NA	NA	NA	NA	NA
Return on capital employed	NA	NA	NA	NA	NA	NA
Return on investment	NA	NA	NA	NA	NA	NA
Debt Service Coverage Ratio	NA	NA	NA	NA	NA	NA

*This space is intentionally left blank*



**HSSS INVESTMENT HOLDING PRIVATE LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

( Amount (Rs.) in Lacs )

**Note-19**

In absence of any virtual certainty of future taxable Income no deferred tax Asset has been recognised during the year as per Accounting Standard 22 .

**Note-20**

Some of additional information pursuant to the Schedule III of Companies Act, 2013 are either nil or not applicable.

**Note-21**

Previous year figures have been regrouped and/ or rearranged wherever necessary.

**For BGJC & Associates LLP**

Chartered Accountants

Firm registration No.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**

Partner

Membership No.: 098308

Date: *16/05/2023*

Place: *NEW DELHI*



For and on behalf of the Board of Directors

**HSSS INVESTMENT HOLDING PRIVATE LIMITED**



*Takesh Mathur*

**Takesh Mathur**

Director

DIN:00009338

Date: *16/05/2023*

Place: *NOIDA*

*Parveen Kumar Goyal*

**Parveen Kumar Goyal**

Director

DIN:05275246

Date: *16/05/2023*

Place: *NOIDA*

*Nihit Garg*

**Nihit Garg**

Company Secretary

M.No.: A-55373

Date: *16/05/2023*

Place: *NOIDA*



## INDEPENDENT AUDITOR'S REPORT

**To the Members of KBHB Investment Holding Private Limited**

**Report on the Audit of the Financial Statements**

### Opinion

We have audited the accompanying financial statements of KBHB Investment Holding Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss, and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

### Information other than the financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the director report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As Management does not present any other information and we were not provided with any, we have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal financial control.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the annual financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Act, we give in “Annexure 1”, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;



- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act;
- e. On the basis of the written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. In our opinion and according to the information and explanations given to us, reporting under clause (i) of sub-section (3) of Section 143 of the Act on adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls is not applicable to the Company as per Notification No. GSR 583(E), dated 13th June 2017 issued by Ministry of Corporate Affairs.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the explanations given to us, the Company being a private limited company, the provisions of section 197 read with schedule V to the Act are not applicable to the company.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position;
  - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv)
    - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner



whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year and until the date of this report.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is mandatory only w.e.f. April 1, 2023, for the Company, reporting under this clause is not applicable.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056



**Pranav Jain**

Partner

Membership No. 098308



UDIN: 23098308BGVL0V8129

Date: New Delhi

Place: May 16, 2023

## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of KBHB Investment Holding Private Limited on the financial statements for the year ended March 31,2023]

To the best of our information and according to the information, explanations, and written representations provided to us by the Company and the books of account and other records examined by us in the normal course of audit we report that:

- (i) The Company does not have any property, plant and equipment or intangible assets or right of use assets or investment property and accordingly, reporting under clause 3 (i) of 'the Order' is not applicable.
- (ii) The Company does not hold any inventory. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanation given to us, the provisions of Section 185 of the Act are not applicable to the Company as it has not granted any loans, securities and guarantee to the parties covered under section 185. Further, the Company has complied with the provisions of the Section 186 of the Act.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits and there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.



According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.



- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with section 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) According to the information and explanations given to us, the Company is not required to have an internal audit system under section 138 of the Act and consequently, does not have an internal audit system. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current and immediately preceding financial years amounting to Rs.7.25 Lacs and Rs. 0.44 Lacs respectively.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.



- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, The Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause (xxi) is not applicable to the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **BGJC & Associates LLP**  
Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

*Pranav Jain*

**Pranav Jain**  
Partner  
Membership No. 098308



UDIN: 23098308BGVLQV8129

Date: May 16, 2023  
Place: New Delhi

**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**Balance Sheet as at**

(Amount (Rs.) in Laacs)

Particulars	Note No.	31st March 2023	31st March 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	2	751.00	726.00
Reserves and Surplus	3	(36.23)	(28.98)
		<b>714.77</b>	<b>697.02</b>
<b>Current Liabilities:</b>			
Other Current Liabilities	4	0.15	0.14
Short Term Provisions	5	0.10	0.03
		<b>0.25</b>	<b>0.17</b>
<b>TOTAL</b>		<b>715.02</b>	<b>697.19</b>
<b>ASSETS</b>			
<b>Non Current assets:</b>			
Investment	6	693.50	693.50
<b>Current assets:</b>			
Cash and Bank Balances	7	21.42	3.67
Other Current Assets	8	0.10	0.02
		<b>715.02</b>	<b>697.19</b>
<b>TOTAL</b>		<b>715.02</b>	<b>697.19</b>
Significant Accounting Policies	1		
Notes to Financial Statements	2-19		

(These accompanying notes are integral part of Financial Statements)

As per our report of even date attached

**For BGJC & Associates LLP**

Chartered Accountants

Firm registration No.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**

Partner

Membership No.: 098308

Date: 16/05/2023

Place: NEW DELHI



*Takesh Mathur*

**Takesh Mathur**

Director

DIN:00009338

Date: 16/05/2023

Place: NOIDA



*Parveen Kumar Goyal*

**Parveen Kumar Goyal**

Director

DIN:05275246

Date: 16/05/2023

Place: NOIDA

**KBHB INVESTMENT HOLDING PRIVATE LIMITED**  
Statement of Profit & Loss for the year ended

(Amount (Rs.) in Lacs)

Particulars	Note No.	31st March 2023	31st March 2022
<b>Income</b>			
Other Income	9	0.64	0.12
<b>Total Income</b>		<b>0.64</b>	<b>0.12</b>
<b>Expenses:</b>			
Finance Cost	10	0.02	-
Other Expenses	11	7.70	0.53
<b>Total Expenses</b>		<b>7.72</b>	<b>0.53</b>
Loss Before Tax & Prior year Items		(7.08)	(0.41)
Prior year Items (Net)		-	-
Loss Before Tax		(7.08)	(0.41)
Tax Expense		0.17	0.03
<b>Loss for the year</b>		<b>(7.25)</b>	<b>(0.44)</b>
Earning per share-Basic (Nominal value Rs. 10/- per share) (In Rs.)	15	(72.50)	(4.40)
Significant Accounting Policies	1		
Notes to Financial Statements	2-19		

(These accompanying notes are integral part of Financial Statements)

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

For and on behalf of the Board of Directors of  
**KBHB Investment Holding Private Limited**

  
**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



  
**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA



  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA

**KBHB INVESTMENT HOLDING PRIVATE LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED**

(Amount (Rs.) in Lacs)

Particulars	31st March 2023	31st March 2022
<b>Cash flows from operating activities</b>		
Loss before taxes	(7.08)	(0.41)
<u>Adjustments</u>		
Interest Income	(0.64)	(0.12)
Interest Expense	0.02	-
<b>Operating loss before adjustment of extra ordinary items</b>	<b>(7.70)</b>	<b>(0.53)</b>
Extra ordinary items	-	-
<b>Operating loss before changes in working capital</b>	<b>(7.70)</b>	<b>(0.53)</b>
<u>Adjustments for-</u>		
Increase / (Decrease) in other Current Liabilities & Provisions	0.01	(0.28)
Decrease in Other Current Assets	0.02	-
<b>Cash generated from operating activities before taxes</b>	<b>(7.67)</b>	<b>(0.81)</b>
Taxes (paid)	(0.10)	(0.03)
<b>Cash generated from/(used in) operating activities</b>	<b>(7.77)</b>	<b>(0.84)</b>
<b>Cash flows from investing activities</b>		
Interest Income	0.54	0.12
Investment in Fixed Deposits (Net)	(15.30)	-
<b>Net cash flows /(used) in investing activities</b>	<b>(14.76)</b>	<b>0.12</b>
<b>Cash flows from financing activities</b>		
Issue of Preference Share Capital	750.00	-
Redemption of Preference Share Capital	(725.00)	-
Inter Corporate Loan received	2.00	-
Inter Corporate Loan received repaid	(2.00)	-
Interest Expense	(0.02)	-
<b>Net cash flows in Financing activities</b>	<b>24.98</b>	<b>-</b>
Net increase / (decrease) in Cash and Cash Equivalents	2.45	(0.72)
Opening Cash and Cash Equivalents	3.67	4.39
<b>Closing Cash and Cash Equivalents</b>	<b>6.12</b>	<b>3.67</b>

**Notes to Cash Flow Statement:**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Cash and Cash Equivalents</b>		
In Current Account	6.11	3.65
Cash on hand	0.01	0.02
<b>Total</b>	<b>6.12</b>	<b>3.67</b>

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 on "Cash Flow Statement".

As per our report of even date attached  
For **BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors of  
**KBHB Investment Holding Private Limited**

*Takesh Mathur*  
**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA

*Parveen Kumar Goyal*  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA



## KBHB INVESTMENT HOLDING PRIVATE LIMITED

### 1- NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2023

#### **Nature of Operation**

To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/body/bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Basis of Preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles ('I-GAAP') in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

The company is a small and Medium Sized Company (SMC) as defined in the General instruction in respect of accounting standards notified under Section 133 of the Companies Act, 2013 (Act) and Rule 7 of the Companies (Accounts) Rules 2014. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.

##### **(b) Use of Estimates**

The preparation of financial statements is in conformity with the I-GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent's assets and liabilities on the date of financial statements and the results of operations during the reporting period. Actual result could be different from these estimates. Any changes in estimates are recognized in the period in which the results are known / materialized.

##### **(c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried the lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

##### **(d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Interest income is recognized on ultimate realisation basis.





**1- NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2023**

**(e) Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

**(f) Income Taxes**

Tax expenses comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

Deferred tax is measured based on the rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**(g) Provisions**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

**(h) Borrowing cost**

Borrowing costs directly attributable to acquisition or construction or production of assets which takes substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.



**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

(Amount (Rs.) in Lacs)

<b>Note-2 Share Capital</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Authorised</b>		
10,000 (P/Y 10,000) Equity Shares of Rs 10/- each	1 00	1.00
9,25,000 (P/Y 7,25,000) Preference Shares of Rs. 100/- each	925 00	725 00
<b>Issued, Subscribed &amp; Paid up</b>		
10,000 (P/Y 10,000) Equity Shares of Rs.10/- each fully paid up	1 00	1 00
7,50,000 ( P/Y 7,25,000) 7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- each fully paid up	750 00	725 00
<b>Total</b>	<b>751.00</b>	<b>726.00</b>

**Note-2.1 Rights, Preferences & Restrictions of Shares**

**Equity Shares:**

The company has only one class of equity share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board ( if any) is subject to approval by the shareholders in the following Annual General meeting. In the event of liquidation of the company, the holders of the equity shares shall be entitled to receive remaining assets of the company, after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.

**Preference Shares:**

The said 7.60% Preference Shares shall have preferential right to dividend, and in case of winding up of the Company, preferential right to repayment of capital. These shares carry a non cumulative dividend of 7.60% p.a. The holder of the said Preference Shares shall have a right to attend general meetings of the company and vote on resolutions directly affecting their interest.

<b>Note-2.2 Reconciliation of shares outstanding</b>	<b>As at 31st March 2023</b>		<b>As at 31st March 2022</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	10000	1 00	10000	1.00
Shares Issued during the year	-	-	-	-
Shares redeemed during the year	-	-	-	-
Shares outstanding at the end of the year	10,000	1 00	10000	1 00
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>				
Shares outstanding at the beginning of the year	725000	725.00	725000	725 00
Shares issued during the year	750000	750 00	-	-
Shares redeemed during the year	725000	725 00	-	-
Shares outstanding at the end of the year	750000	750 00	725000	725 00

**Note-2.3 Name of shareholders holding more than 5% of shares in the company**

<b>Name of Shareholder</b>	<b>As at 31st March 2023</b>		<b>As at 31st March 2022</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>Equity Shares:</b>				
Hari Shanker Bhartia Family Trust*	10000	100	10000	100
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>				
VAM Holdings Ltd	-	-	725000	100
Hari Shanker Bhartia Family Trust**	750000	100	-	-

\* 9800 Shares out of 10,000 shares are held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited (jointly as trustee on behalf of Hari Shanker Bhartia Family Trust) and 200 shares are held by Mr Hari Shanker Bhartia (on behalf of Hari Shanker Bhartia Family Trust).

\*\*Held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited jointly as trustee on behalf of Hari Shanker Bhartia Family Trust



**KBHB INVESTMENT HOLDING PRIVATE LIMITED**
**NOTES TO FINANCIAL STATEMENTS**

(Amount (Rs.) in Laacs)

**Note-2.4 Shares held by promoters at the end of the year**

Name of Promoter	As at 31st March 2023		As at 31st March 2022		% Change during the year
	No. of Shares held	% of total shares	No. of Shares held	% of total shares	
<b>Equity Shares:</b>					
HSB Trustee Company Private Limited and HS Trustee Company Private Limited (jointly acting as trustees on behalf of Hari Shanker Bhartia Family Trust)	9800	98	9800	98	-
Mr Hari Shanker Bhartia (nominee on behalf of Hari Shanker Bhartia Family Trust)	200	2	200	2	-
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>					
Hari Shanker Bhartia Family Trust**	750000	100	-	-	100

\*\*Held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited jointly as trustee on behalf of Hari Shanker Bhartia Family Trust

**Note-3 Reserves & Surplus**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Deficit in Statement of Profit &amp; Loss</b>		
Opening balance	(28.98)	(28.54)
Loss for the year	(7.25)	(0.44)
Closing Balance	(36.23)	(28.98)
<b>Total</b>	<b>(36.23)</b>	<b>(28.98)</b>

**Note-4 Other Current Liabilities**

Particulars	As at 31st March 2023	As at 31st March 2022
Expense payable	0.10	0.14
TDS Payable	0.05	-
<b>Total</b>	<b>0.15</b>	<b>0.14</b>

The Company has not received the required information from some suppliers/ parties regarding their status under the Micro Small and Medium Enterprises Development Act 2006. The Company believe that they have not entered into any transaction with the parties covered under Micro, small and medium enterprises development Act, 2006 except disclosed below:

Expenses payable includes Rs 0.10 Lakhs (PY Rs 0.14 Lakhs) due to Micro, Small & Medium Enterprises (MSME)

**Note-5 Short Term Provisions**

Particulars	As at 31st March 2023	As at 31st March 2022
Provision for taxation (net of TDS, Advance Tax & Self Assessment Tax)	0.10	0.03
<b>Total</b>	<b>0.10</b>	<b>0.03</b>

**Note-6 Non Current Investment**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Investment in Equity Shares</b>		
<b>Quoted - Non Trade</b>		
17,36,415 (PY 17,36,415) Shares of Jubilant Industries Ltd of Rs 10/- each fully paid up (12,26,302 no. of shares received as gift)	693.50	693.50
<b>Total</b>	<b>693.50</b>	<b>693.50</b>
Aggregate Cost of Quoted Investment	693.50	693.50
Market Value of Quoted Investment	6,738.16	8,111.66



KBHB INVESTMENT HOLDING PRIVATE LIMITED

**NOTES TO FINANCIAL STATEMENTS**

(Amount (Rs.) in Lacs)

<b>Note-7 Cash and Bank Balances</b>		
Particulars	As at 31st March 2023	As at 31st March 2022
Cash and Cash Equivalents		
In Current Account	6.11	3.65
Cash on hand	0.01	0.02
Other Bank Balance		
Fixed Deposits with maturity less than 12 months	15.30	-
<b>Total</b>	<b>21.42</b>	<b>3.67</b>

<b>Note-8 Other Current Assets</b>		
Particulars	As at 31st March 2023	As at 31st March 2022
Interest accrued on FDRs	0.10	-
Prepaid Expenses	-	0.02
<b>Total</b>	<b>0.10</b>	<b>0.02</b>

<b>Note-9 Other Income</b>		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on FDRs	0.64	0.12
<b>Total</b>	<b>0.64</b>	<b>0.12</b>

<b>Note-10 Finance Cost</b>		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on Loan from related party	0.02	-
<b>Total</b>	<b>0.02</b>	<b>-</b>

<b>Note-11 Other Expenses</b>		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Audit Fee (including Goods and Service Tax)	0.11	0.11
Accounting Charges	0.07	0.07
Legal & Professional Fees	5.17	0.15
Rent	0.14	0.14
Demat Charges	0.06	0.03
Bank Charges	0.02	0.02
Filing Fees	1.62	0.01
Fees and Subscription	0.50	-
Misc. Expenses	-	-
<b>Total</b>	<b>7.70</b>	<b>0.53</b>

<b>Note-12 Contingent liabilities and commitments</b>		
Particulars	As at 31st March 2023	As at 31st March 2022
(i) Contingent Liabilities	Nil	Nil
(ii) Capital Commitments	Nil	Nil
(iii) Commitments	Nil	Nil

<b>Note-13 Disclosures of payments made to Auditor</b>		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Payments to the auditor as (Excluding Goods and Service Tax)		
i) Statutory audit fees	0.09	0.09
ii) For other services (certification),	0.78	-
iii) For reimbursement of expenses;	-	-
<b>Total</b>	<b>0.87</b>	<b>0.09</b>



**KBHB INVESTMENT HOLDING PRIVATE LIMITED**
**NOTES TO FINANCIAL STATEMENTS**

(Amount (Rs.) in Lacs)

**Note-14 Related Party Disclosure**

As Per Accounting Standard 18, the disclosures of transactions with related parties are given as below:-

Related Party Disclosure and Related party Transaction	
(a) Holding Company	Nil *
(b) Subsidiaries	Nil
(c) Joint Ventures	Nil
(d) Associates/Investing parties in respect of which the company is an associate	Nil
(e) Directors/Key Managerial Personnels (KMPs) (including Directors and KMPs of Holding Company)	Mrs Kavita Bhartia (Director) Ms Aashti Bhartia (Director) Mr Parveen Kumar Goyal (Appointed as Director w e f. 30 06 2022) Mr Takesh Mathur (Appointed as Director w e f. 30 06 2022)
(f) Other Related Parties with whom transactions have been entered into during the Financial Year 2022-23 by the Reporting Enterprise, where the Reporting Enterprise is directly or indirectly interested	Jubilant Enpro Private Limited, Jubilant Industries Ltd VAM Holdings Limited Hari Shanker Bhartia Family Trust Jubilant Consumer Private Limited
* The entire equity shareholding of the Company is held by Hari Shanker Bhartia Family Trust i e 1) 9800 Equity Shares are held by HSB Trustee Company Private Limited and HS Trustee Company Private Limited as Trustees, jointly, on behalf of the Trust; and 2) 200 Equity Shares are held by Mr. Hari Shanker Bhartia on behalf of the Trust.	

Details of related party transactions during the year			
Name of the Company/Party	Nature of transaction	For the year ended 31st March 2023	For the year ended 31st March 2022
Jubilant Enpro Private Limited	Rent Expense	0.14	0.14
Jubilant Enpro Private Limited	Accounting Charges	0.07	0.07
VAM Holdings Limited	Redemption of Preference Share Capital	725.00	-
Hari Shanker Bhartia Family Trust	Issue of Preference Share Capital	750.00	-
Jubilant Consumer Private Limited	Loan taken	2.00	-
Jubilant Consumer Private Limited	Loan repaid	2.00	-
Jubilant Consumer Private Limited	Interest Expense	0.02	-

Details of outstanding Balance of Related Parties at the end of the year		
Name of the Company/Party	As at 31st March 2023	As at 31st March 2022
<b>Investments</b>		
Jubilant Industries Ltd	693.50	693.50

Note-15 Earnings per equity share		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Net Loss as per Statement of Profit and Loss for calculation of Basic EPS (Amount (Rs.) in Lacs)	(7.25)	(0.44)
Number of equity Shares of rs. 10 each at the end of the year	10000	10000
Weighted average number of equity Shares of Rs. 10 each at the end of the year for calculation of Basic EPS	10000	10000
Basic Earning Per Share (in Rs.)	(72.50)	(4.40)





**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

Note-16 Ratio	Numerator	Denominator	Current year	Previous year	% Variance	Reason for variance
Current Ratio (no. of times)	Current Assets	Current Liabilities	86.08	21.71	296.50%	Due to Increase in Cash and Bank Balances due to increase in Preference Shares issued
Debt-Equity Ratio (no. of times)	NA	NA	NA	NA	NA	NA
Return on Equity Ratio	NA	NA	NA	NA	NA	NA
Inventory Turnover Ratio	NA	NA	NA	NA	NA	NA
Trade receivable Turnover Ratio	NA	NA	NA	NA	NA	NA
Trade payables turnover ratio	NA	NA	NA	NA	NA	NA
Net capital turnover ratio	NA	NA	NA	NA	NA	NA
Net profit ratio	NA	NA	NA	NA	NA	NA
Return on capital employed	NA	NA	NA	NA	NA	NA
Return on investment	NA	NA	NA	NA	NA	NA
Debt Service Coverage Ratio	NA	NA	NA	NA	NA	NA

*This space is intentionally left blank*





**KBHB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**Note-17**

In absence of any virtual certainty of future taxable Income no deferred tax Asset has been recognised during the year as per Accounting Standard 22 .

**Note-18**

Some of additional information pursuant to the Schedule III of Companies Act, 2013 are either nil or not applicable.

**Note-19**

Previous year figures have been regrouped and/ or rearranged wherever necessary.

**For BGJC & Associates LLP**

Chartered Accountants

Firm registration No.: 003304N/N500056

**Pranav Jain**

Partner

Membership No.: 098308

Date: 16/05/2023

Place: NEW DELHI



For and on behalf of the Board of Directors of  
**KBHB Investment Holding Private Limited**

**Takesh Mathur**

Director

DIN:00009338

Date: 16/05/2023

Place : NOIDA



**Parveen Kumar Goyal**

Director

DIN:05275246

Date : 16/05/2023

Place : NOIDA

## INDEPENDENT AUDITOR'S REPORT

**To the Members of SSBPB Investment Holding Private Limited**

**Report on the Audit of the Financial Statements**

### Opinion

We have audited the accompanying financial statements of SSBPB Investment Holding Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss, and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

### Information other than the financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the director report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially



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GSTIN: 07AAAFB0028K1ZW

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As Management does not present any other information and we were not provided with any, we have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal financial control.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the annual financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Act, we give in “Annexure 1”, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act;



- e. On the basis of the written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. In our opinion and according to the information and explanations given to us, reporting under clause (i) of sub-section (3) of Section 143 of the Act on adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls is not applicable to the Company as per Notification No. GSR 583(E), dated 13th June 2017 issued by Ministry of Corporate Affairs.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the explanations given to us, the Company being a private limited company, the provisions of section 197 read with schedule V to the Act are not applicable to the company.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position;
  - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv)
    - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



- c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year and until the date of this report.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is mandatory only w.e.f. April 1, 2023, for the Company, reporting under this clause is not applicable.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056



**Pranav Jain**

Partner

Membership No. 098308



UDIN: 23098308BGVLQT8497

Date: New Delhi

Place: May 16, 2023



## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of SSBPB Investment Holding Private Limited on the financial statements for the year ended March 31,2023]

To the best of our information and according to the information, explanations, and written representations provided to us by the Company and the books of account and other records examined by us in the normal course of audit we report that:

- (i) The Company does not have any property, plant and equipment or intangible assets or right of use assets or investment property and accordingly, reporting under clause 3(i) of 'the Order' is not applicable.
- (ii) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanation given to us, the provisions of Section 185 of the Act are not applicable to the Company as it has not granted any loans, securities and guarantee to the parties covered under section 185. Further, the Company has complied with the provisions of the Section 186 of the Act.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits and there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.  
  
(b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.



- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with section 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) According to the information and explanations given to us, the Company is not required to have an internal audit system under section 138 of the Act and consequently, does not have an internal audit system. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current and immediately preceding financial years amounting to Rs.7.10 Lacs and Rs. 0.55 Lacs respectively.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.



- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, The Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

*Pranav Jain*

**Pranav Jain**

Partner

Membership No. 098308



UDIN: 23092308BGVLQT2497

Date: May 16, 2023

Place: New Delhi

**SSBPB INVESTMENT HOLDING PRIVATE LIMITED**  
**BALANCE SHEET As at**

( Amount(Rs.) in Lacs)

Particulars	Note No.	31st March 2023	31st March 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	2	711.00	686.00
Reserves and Surplus	3	(33.02)	(25.92)
		<b>677.98</b>	<b>660.08</b>
<b>Current Liabilities:</b>			
Other Current Liabilities	4	0.15	0.14
Short Term Provisions	5	0.08	-
		<b>0.23</b>	<b>0.14</b>
<b>TOTAL</b>		<b>678.21</b>	<b>660.22</b>
<b>ASSETS</b>			
<b>Non Current assets:</b>			
Investment	6	659.74	659.74
<b>Current assets:</b>			
Cash and Bank Balances	7	18.41	0.47
Other Current Assets	8	0.06	0.01
		<b>678.21</b>	<b>660.22</b>
<b>TOTAL</b>		<b>678.21</b>	<b>660.22</b>
Significant Accounting Policies	1		
Notes to Financial Statements	2-19		

(These accompanying notes are integral part of Financial Statements)

As per our report of even date attached  
For **BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors of  
**SSBPB Investment Holding Private Limited**

*Takesh Mathur*

**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA



*Parveen Kumar Goyal*  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA

**SSBPB INVESTMENT HOLDING PRIVATE LIMITED**  
**STATEMENT OF PROFIT & LOSS**  
For the year ended

( Amount(Rs.) in Lacs)

Particulars	Note No.	31st March 2023	31st March 2022
<b>Income</b>			
Other Income	9	0.54	-
<b>Total Income</b>		<b>0.54</b>	<b>-</b>
<b>Expenses:</b>			
Finance Cost	10	0.02	-
Other Expenses	11	7.48	0.55
<b>Total Expenses</b>		<b>7.50</b>	<b>0.55</b>
Loss Before Tax & Prior Period Items		(6.96)	(0.55)
Prior Period Items (Net)		-	-
Loss Before Tax		(6.96)	(0.55)
Tax Expense		0.14	-
<b>Loss for the year</b>		<b>(7.10)</b>	<b>(0.55)</b>
Earning per share-Basic (Nominal value Rs. 10/- per share) (In Rs.)	15	(71.00)	(5.50)
Significant Accounting Policies	1		
Notes to Financial Statements	2-19		

(These accompanying notes are integral part of Financial Statements)

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors of  
**SSBPB Investment Holding Private Limited**

*Takesh Mathur*

**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA



*Parveen Kumar Goyal*  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA



**SSBPB INVESTMENT HOLDING PRIVATE LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED**

( Amount(Rs.) in Lacs)


Particulars	31st March 2023	31st March 2022
<b>Cash flows from operating activities</b>		
Loss before taxes	(6.96)	(0.55)
<u>Adjustments</u>		
Interest Expense	0.02	-
Interest Income	(0.54)	-
<b>Operating loss before adjustment of extra ordinary items</b>	<b>(7.48)</b>	<b>(0.55)</b>
Extra ordinary items	-	-
<b>Operating loss before changes in working capital</b>	<b>(7.48)</b>	<b>(0.55)</b>
<u>Adjustments for-</u>		
Increase / (Decrease) in Current Liabilities & Provisions	0.01	(0.26)
Decrease in Other Current Assets	0.01	-
<b>Cash generated from operating activities before taxes</b>	<b>(7.46)</b>	<b>(0.81)</b>
<b>Taxes (paid)</b>	<b>(0.06)</b>	<b>-</b>
<b>Cash generated from/(used in) operating activities</b>	<b>(7.52)</b>	<b>(0.81)</b>
<b>Cash flows from investing activities</b>		
Interest Income	0.48	-
Investment in Fixed Deposits (Net)	(12.06)	-
<b>Net cash flows /(used) in investing activities</b>	<b>(11.58)</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Issue of Preference Share Capital	710.00	-
Redemption of Preference Share Capital	(685.00)	-
Inter Corporate Loan received	2.00	0.40
Inter Corporate Loan received repaid	(2.00)	(0.40)
Interest Expense	(0.02)	-
<b>Net cash flows in Financing activities</b>	<b>24.98</b>	<b>-</b>
Net increase / (decrease) in Cash and Cash Equivalents	5.88	(0.81)
Opening Cash and Cash Equivalents	0.47	1.28
<b>Closing Cash and Cash Equivalents</b>	<b>6.35</b>	<b>0.47</b>

**Notes to Cash Flow Statement:**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Cash and Cash Equivalents</b>		
In Current Account	6.34	0.45
Cash on hand	0.01	0.02
<b>Total</b>	<b>6.35</b>	<b>0.47</b>

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 on "Cash Flow Statement".

As per our report of even date attached  
For **BGJC & Associates LLP**  
Chartered Accountants  
Firm registration No.: 003304N/N500056

  
**Pranav Jain**  
Partner  
Membership No.: 098308  
Date: 16/05/2023  
Place: NEW DELHI



For and on behalf of the Board of Directors of  
**SSBPB Investment Holding Private Limited**

  
**Takesh Mathur**  
Director  
DIN:00009338  
Date: 16/05/2023  
Place: NOIDA

  
**Parveen Kumar Goyal**  
Director  
DIN:05275246  
Date: 16/05/2023  
Place: NOIDA





## SSBPB INVESTMENT HOLDING PRIVATE LIMITED

### 1- NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2023

#### **Nature of Operation**

To carry on the business of an investment company and to invest in, acquire, hold shares, stocks, debentures stocks, bonds, obligations, and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and to promote establish and undertake financial ventures of all kinds and to carry out the said activities either on its own or in alliance with any other person/body/bodies corporate incorporated in India or overseas either under the strategic alliance or joint ventures or any other arrangement.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **(a) Basis of Preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles ('I-GAAP') in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

The company is a small and Medium Sized Company (SMC) as defined in the General instruction in respect of accounting standards notified under Section 133 of the Companies Act, 2013 (Act) and Rule 7 of the Companies (Accounts) Rules 2014. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.

##### **(b) Use of Estimates**

The preparation of financial statements is in conformity with the I-GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent's assets and liabilities on the date of financial statements and the results of operations during the reporting period. Actual result could be different from these estimates. Any changes in estimates are recognized in the period in which the results are known / materialized.

##### **(c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried the lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

##### **(d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Interest income is recognized on ultimate realisation basis.

##### **(e) Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.



**1- NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2023**

**(f) Income Taxes**

Tax expenses comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an assets in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

Deferred tax is measured based on the rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**(g) Provisions**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

**(h) Borrowing cost**

Borrowing costs directly attributable to acquisition or construction or production of assets which takes substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.



**NOTES TO FINANCIAL STATEMENTS**

<b>Note-2 Share Capital</b>		
<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Authorised</b>		
10,000 (P/Y 10,000) Equity Shares of Rs 10/- each	1 00	1.00
8,75,000 ( P/Y 7,00,000) Preference Shares of Rs 100/- each	875 00	700 00
<b>Issued, Subscribed &amp; Paid up</b>		
10,000 ( P/Y 10,000) Equity Shares of Rs 10/- each fully paid up	1 00	1 00
7,10,000 ( P/Y 6,85,000) 7.60% Non Cumulative Non Convertible Redeemable Preference Shares of Rs 100/- each fully paid up	710 00	685 00
<b>Total</b>	<b>711.00</b>	<b>686.00</b>

**Note-2.1 Rights, Preferences & Restrictions of Shares****Equity Shares:**

The company has only one class of equity share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board ( if any) is subject to approval by the shareholders in the following Annual General Meeting. In the event of liquidation of the company, the holders of the equity shares shall be entitled to receive remaining assets of the company, after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.

**Preference Shares:**

The said 7.60% Preference Shares shall have preferential right to dividend, and in case of winding up of the Company, preferential right to repayment of capital. These shares carry a non cumulative dividend of 7.60% p a. The holder of the said Preference Shares shall have a right to attend general meetings of the company and vote on resolutions directly affecting their interest.

<b>Note-2.2 Reconciliation of shares outstanding</b>	<b>As at 31st March 2023</b>		<b>As at 31st March 2022</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	10000	1 00	10000	1 00
Shares Issued during the year	-	-	-	-
Shares redeemed during the year	-	-	-	-
Shares outstanding at the end of the year	10000	1 00	10000	1 00
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>				
Shares outstanding at the beginning of the year	685000	685 00	685000	685 00
Shares Issued during the year	710000	710 00	-	-
Shares redeemed during the year	685000	685 00	-	-
Shares outstanding at the end of the year	710000	710 00	685000	685 00

<b>Note-2.3 Name of shareholders holding more than 5% of shares in the company</b>				
<b>Name of Shareholder</b>	<b>As at 31st March 2023</b>		<b>As at 31st March 2022</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>Equity Shares:</b>				
Shyam Sunder Bhartia Family Trust (9800 Shares out of 10,000 shares are held by SPB Trustee Co Pvt Ltd and SS Trustee Company Private Limited jointly as trustee on behalf of Shyam Sunder Bhartia Family Trust and 200 Shares by Mr Shamit Bhartia as Nominee on behalf of Shyam Sunder Bhartia Family Trust.)	10000	100	10000	100
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>				
VAM Holdings Ltd	-	-	685000	100
Shyam Sunder Bhartia Family Trust (Held by SPB Trustee Company Pvt Ltd and SS Trustee Company Private Limited jointly as trustee on behalf of Shyam Sunder Bhartia Family Trust)	710000	100	-	-



(Amount in Rs.) in Laacs

Name of Promoter	As at 31st March 2023		As at 31st March 2022		% Change during the year
	No. of Shares held	% of total shares	No. of Shares held	% of total shares	
<b>Note-2.4 Shares held by promoters at the end of the year</b>					
<b>Equity Shares:</b>					
SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as trustees on behalf of Shyam Sunder Bhartia Family Trust)	9800	98	9800	98	-
Mr Shomit Bhartia (nominee on behalf of Shyam Sunder Bhartia Family Trust)	200	2	200	2	-
<b>7.60% Non Cumulative Non Convertible Redeemable Preference Shares</b>					
Shyam Sunder Bhartia Family Trust (Held by SPB Trustee Company Pvt Ltd and SS Trustee Company Private Limited jointly as trustee on behalf of Shyam Sunder Bhartia Family Trust)	710000	100	-	-	100

<b>Note-3 Reserves &amp; Surplus</b>			
Particulars	As at 31st March 2023		As at 31st March 2022
<b>Deficit in Statement of Profit &amp; Loss</b>			
Opening balance			(25.92)
Loss for the year			(7.10)
Closing Balance			(33.02)
<b>Total</b>			<b>(33.02)</b>

<b>Note-4 Other Current Liabilities</b>			
Particulars	As at 31st March 2023		As at 31st March 2022
TDS Payable			0.05
Expense payable			0.10
<b>Total</b>			<b>0.15</b>

The Company has not received the required information from some suppliers/ parties regarding their status under the Micro Small and Medium Enterprises Development Act 2006. The Company believe that they have not entered into any transaction with the parties covered under Micro, small and medium enterprises development Act, 2006 except disclosed below:

Expenses payable includes Rs 0.10 Lakhs (PY Rs 0.14 Lakhs) due to Micro, Small & Medium Enterprises (MSME)

<b>Note-5 Short Term Provisions</b>			
Particulars	As at 31st March 2023		As at 31st March 2022
Provision for taxation (net of TDS, Advance Tax & Self Assessment Tax)			0.08
<b>Total</b>			<b>0.08</b>

<b>Note-6 Non Current Investments</b>			
Particulars	As at 31st March 2023		As at 31st March 2022
<b>Investment in Equity Shares</b>			
<b>Quoted - Non Trade</b> 16,51,879 (PY 16,51,879) Shares of Jubilant Industries Ltd of Rs 10/- each fully paid up (11,66,600 no of shares received as gift)			659.74
<b>Total</b>			<b>659.74</b>

Aggregate Cost of Quoted Investment	659.74	659.74
Market Value of Quoted Investment	6,410.12	7,716.75





Note-7 Cash and Bank Balances		
Particulars	As at 31st March 2023	As at 31st March 2022
Cash and Cash Equivalents		
In Current Account	6.34	0.45
Cash on hand	0.01	0.02
Other Bank Balance		
Fixed Deposits with maturity less than 12 months	12.06	-
<b>Total</b>	<b>18.41</b>	<b>0.47</b>

Note-8 Other Current Assets		
Particulars	As at 31st March 2023	As at 31st March 2022
Interest accrued on FDRs	0.06	-
Prepaid Expenses	-	0.01
<b>Total</b>	<b>0.06</b>	<b>0.01</b>

Note-9 Other Income		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on FDRs	0.54	-
<b>Total</b>	<b>0.54</b>	<b>-</b>

Note-10 Finance Cost		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on Loan	0.02	-
<b>Total</b>	<b>0.02</b>	<b>-</b>

Note-11 Other Expenses		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Audit Fee (including Goods and Service Tax)	0.11	0.11
Accounting Charges	0.07	0.07
Legal & Professional Fees	5.16	0.15
Rent	0.14	0.14
D-Mat Charges	0.05	0.05
Filing Fees	1.43	0.01
Fees and Subscription	0.49	-
Bank Charges	0.02	0.01
Printing & Stationary	0.01	-
Misc Expenses	-	0.01
<b>Total</b>	<b>7.48</b>	<b>0.55</b>

Note-12 Contingent liabilities and commitments		
Particulars	As at 31st March 2023	As at 31st March 2022
(i) Contingent Liabilities	Nil	Nil
(ii) Capital Commitments	Nil	Nil
(iii) Commitments	Nil	Nil



Note-13 Disclosures of payments made to Auditor		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Payments to the auditor as (Excluding Goods and Service Tax)		
i) Statutory audit fees	0.09	0.09
ii) For other services (certification),	0.78	-
iii) For reimbursement of expenses:	-	-
<b>Total</b>	<b>0.87</b>	<b>0.09</b>

**Note-14 Related Party Disclosure**

As Per Accounting Standard 18, the disclosures of transactions with related parties are given as below:-

Related Party Disclosure and Related party Transaction	
(a) Holding Company	Nil *
(b) Subsidiaries	Nil
(c) Joint Ventures	Nil
(d) Associates/Investing parties in respect of which the company is an associate	Nil
(e) Directors/Key Managerial Personnels (KMPs) (including Directors and KMPs of Holding Company)	Mr Shyam Sunder Bhartia (Director) Mr Priyavrat Bhartia (Director) Mr Sachin Goyal (Director) (Resigned w e f. 08/07/2022) Mr Parveen Kumar Goyal (Director) (Appointed w e f. 27/06/2022) Mr Takesh Mathur (Director) (Appointed w e f. 27/06/2022)
(f) Other Related Parties with whom transactions have been entered into during the Financial Year 2022-23 by the Reporting Enterprise, where the Reporting Enterprise is directly or indirectly interested	Jubilant Enpro Private Limited, Jubilant Industries Ltd Shyam Sunder Bhartia Family Trust VAM Holdings Limited Jubilant Consumer Private Limited
* The entire equity shareholding of the Company is held by Shyam Sunder Bhartia Family Trust i e 1) 9800 Equity Shares are held by SPB Trustee Company Private Limited and SS Trustee Company Private Limited as Trustees, jointly, on behalf of the Trust; and 2) 200 Equity Shares are held by Mr Shamit Bhartia on behalf of the Trust	

Details of related party transactions during the year				
Name of the Company/Party		Nature of transaction	For the year ended 31st March 2023	For the year ended 31st March 2022
Jubilant Enpro Private Limited		Rent Paid	0.14	0.14
Jubilant Enpro Private Limited		Accounting Charges Paid	0.07	0.07
VAM Holdings Limited		Redemption of Preference Share Capital	685.00	-
Shyam Sunder Bhartia Family Trust		Issue of Preference Share Capital	710.00	-
Mr Priyavrat Bhartia		Loan taken	-	0.40
Mr Priyavrat Bhartia		Loan repaid	-	0.40
Jubilant Consumer Pvt Ltd		Loan Taken	2.00	-
Jubilant Consumer Pvt Ltd.		Loan repaid	2.00	-
Jubilant Consumer Pvt. Ltd		Interest Expense	0.02	-

Details of Outstanding Balance of Related Parties at the end of the year		
Name of the Company/Party	As at 31st March 2023	As at 31st March 2022
<b>Investment</b>		
Jubilant Industries Ltd.	659.74	659.74





## SSBPB INVESTMENT HOLDING PRIVATE LIMITED

( Amount(Rs.) in Lacs)

Note-15 Earnings per equity share		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Net Loss as per Statement of Profit and Loss for calculation of Basic EPS (Amount(Rs ) in Lacs)	(7.10)	(0.55)
Number of equity Shares of rs 10 each at the end of the year	10000	10000
Weighted average number of equity Shares of Rs. 10 each at the end of the year for calculation of Basic EPS	10000	10000
Basic Earning Per Share (in Rs )	(71.00)	(5.50)

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SSBPP INVESTMENT HOLDING PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

Note-16 Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current Ratio (no. of times)	Current Assets	Current Liabilities	80.30	3.43	2241.23%	Due to Increase in Cash and Bank Balances due to increase in Preference Shares issued
Debt-Equity Ratio (no. of times)	NA	NA	NA	NA	NA	NA
Return on Equity Ratio	NA	NA	NA	NA	NA	NA
Inventory Turnover Ratio	NA	NA	NA	NA	NA	NA
Trade receivable Turnover Ratio	NA	NA	NA	NA	NA	NA
Trade payables turnover ratio	NA	NA	NA	NA	NA	NA
Net capital turnover ratio	NA	NA	NA	NA	NA	NA
Net profit ratio	NA	NA	NA	NA	NA	NA
Return on capital employed	NA	NA	NA	NA	NA	NA
Return on investment	NA	NA	NA	NA	NA	NA
Debt Service Coverage Ratio	NA	NA	NA	NA	NA	NA

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**SSBPB INVESTMENT HOLDING PRIVATE LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**Note-17**

In absence of any virtual certainty of future taxable Income no deferred tax Asset has been recognised during the year as per Accounting Standard 22

**Note-18**

Some of additional information pursuant to the Schedule III of Companies Act, 2013 are either nil or not applicable

**Note-19**

Previous year figures have been regrouped and/ or rearranged wherever necessary

**For BGJC & Associates LLP**

Chartered Accountants

Firm registration No : 003304N/N500056

*Pranav Jain*

**Pranav Jain**

Partner

Membership No : 098308

Date: 16/05/2023

Place: NEW DELHI



For and on behalf of the Board of Directors of  
**SSBPB Investment Holding Private Limited**

*Takesh Mathur*

**Takesh Mathur**

Director

DIN:00009338

Date: 16/05/2023

Place: NOIDA

*Parveen Kumar Goyal*

**Parveen Kumar Goyal**

Director

DIN:05275246

Date: 16/05/2023

Place: NOIDA



**INDEPENDENT AUDITOR'S REPORT**

**To the Members of Jubilant Agri and Consumer Products Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of Jubilant Agri and Consumer Products Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>KEY AUDIT MATTER</b>	<b>RESPONSE TO KEY AUDIT MATTER</b>
<p><b><i>Valuation of trade receivables</i></b></p> <p>Trade receivables comprise a significant portion of the liquid assets of the Company.</p> <p>Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.</p>	<p><b><i>Principal Audit Procedures</i></b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>• Evaluate and test the controls for managing segment-wise trade receivables and subsequent recovery.</li> <li>• Validated the assumptions underlying the Expected Credit Loss policy as per Ind AS 109.</li> <li>• Assess the recoverability and provisions of long outstanding/disputed receivables where considered doubtful for recovery.</li> <li>• Obtain independent confirmations and perform alternate audit procedures in case of non-responses.</li> <li>• Assess the appropriateness and completeness of the related disclosure.</li> </ul>
<p><b><i>Existence &amp; Valuation of inventory</i></b></p> <p>Inventory comprises a significant portion of the liquid assets of the Company. Various procedures are involved in validating inventory quantities across locations.</p>	<p><b><i>Principal Audit Procedures</i></b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>• Identify and assess segment-wise slow moving material for valuation and the process of providing provision to capture obsolescence.</li> <li>• Overall inventory reconciliation including opening stock, purchases, consumption and closing stock.</li> <li>• Review the policy of physical verification of inventory and its operational implementation.</li> <li>• Obtain net realisable value for all products and evaluate reasonableness of carrying value of inventories.</li> <li>• Assess the appropriateness and completeness of the related disclosure.</li> </ul>

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The other information comprises the information included in the Annual report 2022-23 but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management's and Board of Directors' Responsibility for the Financial Statements**

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively forensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material



uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act;
- e. On the basis of the written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, we give our separate report in “Annexure 2”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 39 on Contingent Liabilities to the financial statements;
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - (iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv)
    - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement
- (v) The Company has not declared and paid dividend during the year.
- (vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is mandatory only w.e.f. April 1, 2023, for the Company, reporting under this clause is not applicable

For **BGJC & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No. 003304N/N500056

Sd/-

**Pranav Jain**  
Partner  
Membership No. 098308

UDIN: 23098308 B9 VLTR 4713

Date: May 25, 2023  
Place: New Delhi

## **ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Jubilant Agri and Consumer Products Limited on the financial statements for the year ended March 31, 2023]

To the best of our information and according to the information, explanations, and written representations provided to us by the Company and the books of account and other records examined by us in the normal course of audit we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The property, plant and equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
  - (d) The Company has not revalued its Property, Plant and Equipment (and Right of Use assets) or intangible assets during the year.
  - (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods in transit. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification. Discrepancies noticed on physical verification have been properly dealt with in the books of accounts.
- (b) The Company has a working capital limit in excess of Rs 5 crore sanctioned by banks based on the security of current assets during the year. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods.

- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs). The Company has granted interest free loans to its employees as per Company's established policy during the year.
  - (a) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other entity during the year. Accordingly, reporting under clause 3(iii) (a) of the Order is not applicable to the Company.
  - (b) The terms and conditions of the grant of all loans to employees are not, prima facie, prejudicial to the interest of the Company.
  - (c) In respect of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments of principal are regular.
  - (d) There is no overdue amount in respect of loans granted to such employees.
  - (e) No loans or advances in the nature of loans granted by the Company which have fallen due during the year, have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
  - (f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) The Company has not accepted any deposits and there are no amounts which have been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and the rules framed there under and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Amount Disputed (in Rs. millions)	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending	Remarks
VAT/Sales Tax Laws	VAT/Sales Tax	1.75	-	2013-14	DC Appeal, Ahmedabad	-
Service Tax Laws	Service Tax	1.18	-	2017-18	Assistant Commissioner, Division Office. Bijnor	-
Goods & Service Tax Act, 2017	GST	0.05	0.05	2019-20	Additional Commissioner, Grade-II, Ghaziabad	-
Goods & Service Tax Act, 2017	GST	0.18	0.18	2019-20	Joint Commissioner of Commercial Taxes, Bangalore	-

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and other lenders and written representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.



- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.  
(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.  
(b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.  
(c) According to the information and explanations given to us including the written representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind

AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a) and (b) of the Order is not applicable to the Company.  
  
The Company is not a Core Investment Company and there are no Core Investment Companies in the Group. Accordingly, reporting under clause 3(xvi) (c) and (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII of the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.

- (b) There are no unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.

**For BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

Sd/-

**Pranav Jain**

Partner

Membership No. 098308

UDIN: 23098308BG VLTR 4713

Date: May 25, 2023

Place: New Delhi

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Jubilant Agri and Consumer Products Limited on the financial statements for the year ended March 31, 2023]

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Jubilant Agri and Consumer Products Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

Sd/-

**Pranav Jain**

Partner

Membership No. 098308

UDIN: 23098308B9VLTR4713

Date: May 25, 2023

Place: New Delhi

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Balance Sheet as at 31 March 2023**

(₹ in million)

	Notes	As at 31 March 2023	As at 31 March 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	1,684.84	1,516.05
Capital work-in-progress	4	48.23	4.17
Other Intangible assets	5	13.24	14.08
<b>Financial assets</b>			
(i) Loans	6	0.97	1.16
(ii) Other financial assets	7	13.76	9.84
Deferred tax assets (net)	8	152.10	338.47
Other non-current assets	9	30.20	24.36
<b>Total non-current assets</b>		<b>1,943.34</b>	<b>1,908.13</b>
<b>Current assets</b>			
Inventories	10	1,706.85	2,104.38
<b>Financial assets</b>			
(i) Investments	11	0.47	0.47
(ii) Trade receivables	12	2,721.47	2,200.38
(iii) Cash and cash equivalents	13 (a)	8.26	11.18
(iv) Other bank balances	13 (b)	0.50	0.59
(v) Loans	6	0.92	1.18
(vi) Other financial assets	7	3.51	6.79
Current tax assets (net)		1.91	4.08
Other current assets	9	351.85	507.53
<b>Total current assets</b>		<b>4,795.74</b>	<b>4,836.58</b>
Assets classified as held for sale		0.46	-
<b>Total Assets</b>		<b>6,739.54</b>	<b>6,744.71</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	14	56.09	56.09
Other equity	14 (a)	1,960.00	1,418.09
<b>Total equity</b>		<b>2,016.09</b>	<b>1,474.18</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	15 (a)	236.15	550.30
(ia) Lease liabilities	15 (b)	193.99	33.64
(ii) Other financial liabilities	16	67.37	54.95
Provisions	17	126.81	127.61
<b>Total non-current liabilities</b>		<b>624.32</b>	<b>766.50</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	15 (c)	1,461.10	910.87
(ia) Lease liabilities	15 (d)	26.76	19.88
(ii) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	18	181.28	165.73
Total outstanding dues of creditors other than micro enterprises and small enterprises	18	1,545.45	2,561.51
(iii) Other financial liabilities	16	621.76	543.57
Other current liabilities	19	206.43	231.88
Provisions	17	56.35	70.59
<b>Total current liabilities</b>		<b>4,099.13</b>	<b>4,504.03</b>
<b>Total Equity and Liabilities</b>		<b>6,739.54</b>	<b>6,744.71</b>
Corporate information and significant accounting policies	1 & 2		
Notes to the financial statements	3 to 47		
The accompanying notes "1" to "47" form an integral part of the financial statements In terms of our report of even date.			
<b>For BGJC &amp; Associates LLP</b> Chartered Accountants Firm Registration Number : 003304N/N500056		<b>For and on behalf of Board of Jubilant Agri and Consumer Products Limited</b>	
Sd/- <b>Pranav Jain</b> Partner Membership No. 098308	Sd/- <b>Umesh Sharma</b> Chief Financial Officer	Sd/- <b>Priyavrat Bhartia</b> Director DIN: 00020603	
Place : New Delhi Date : 25 May, 2023	Place : Gurugram Date : 25 May, 2023	Sd/- <b>Manu Ahuja</b> CEO & Whole-time Director DIN: 05123127	



**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Statement of Profit and Loss for the year ended 31 March 2023**

(₹ in million)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>INCOME</b>			
Revenue from operations	20	14,365.49	11,551.66
Other Income	21	28.39	9.73
<b>Total income</b>		<b>14,393.88</b>	<b>11,561.39</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	9,484.55	7,227.61
Purchases of stock-in-trade	23	206.63	186.69
Changes in inventories of finished goods, Stock-in-trade and work-in-progress	24	(300.98)	(308.74)
Employee benefits expense	25	1,056.98	955.24
Finance costs	26	193.97	146.73
Depreciation & amortization expense	27	142.04	126.80
Other expenses	28	2,895.80	2,476.36
<b>Total expenses</b>		<b>13,678.99</b>	<b>10,810.69</b>
<b>Profit before tax</b>		<b>714.89</b>	<b>750.70</b>
<b>Tax Expenses:</b>	29		
- Current Tax		-	-
- Deferred tax charge		186.33	183.89
<b>Profit for the year</b>		<b>528.56</b>	<b>566.81</b>
<b>Other Comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss:</i>			
Changes in fair value of investments which are classified at fair value through OCI		-	(0.01)
Re-measurement gain/(loss) on defined benefit plans		0.41	(3.64)
Cash flow hedge reserve		(0.25)	-
<b>Income tax effect on above:</b>			
Income tax charge/(credit)	29	0.04	(0.92)
<i>Items that will be reclassified to profit or loss and its related income tax effects (Net of income tax)</i>			
Exchange differences in translating the financial statements of foreign operations		(0.44)	-
<b>Other comprehensive loss for the year</b>		<b>(0.32)</b>	<b>(2.73)</b>
<b>Total comprehensive income for the year</b>		<b>528.24</b>	<b>564.08</b>
Earnings per equity share of ₹ 10.00 each	46		
Basic	₹	94.24	101.06
Diluted	₹	94.24	101.06
Corporate information and significant accounting policies	1 & 2		
Notes to the financial statements	3 to 47		
The accompanying notes "1" to "47" form an integral part of the financial statements			
In terms of our report of even date.			
For BGJC & Associates LLP		For and on behalf of Board of Jubilant Agri and Consumer Products Limited	
Chartered Accountants			
Firm Registration Number : 003304N/N500056			
Sd/-	Sd/-	Sd/-	
<b>Pranav Jain</b>	<b>Umesh Sharma</b>	<b>Priyavrat Bhartia</b>	
Partner	Chief Financial Officer	Director	
Membership No. 098308		DIN: 00020603	
		Sd/-	
		<b>Manu Ahuja</b>	
		CEO & Whole-time Director	
Place : New Delhi	Place : Gurugram		
Date : 25 May, 2023	Date : 25 May, 2023		DIN: 05123127

Statement of Changes in Equity for the year ended 31 March 2023

A. Equity share capital

	(₹ in million)
Balance as at 31 March 2021	56.09
Changes in the equity share capital during the year	-
Balance as at 31 March 2022	56.09
Changes in the equity share capital during the year	-
Balance as at 31 March 2023	56.09

B. Other Equity

	Security premium	Share based expense reserve	Retained earnings	Items of other Comprehensive Income				Total
				Equity instruments through OCI	Re-measurement of defined benefit plans	Cash hedge reserve	Foreign currency translation reserve	
As at 31 March 2021	880.47	12.24	(44.55)	0.31	(2.13)	-	-	846.34
Profit for the year	-	-	566.81	-	-	-	-	566.81
Other comprehensive loss	-	-	-	(0.01)	(2.72)	-	-	(2.73)
<b>Total comprehensive income/(loss) for the year</b>	-	-	<b>566.81</b>	<b>(0.01)</b>	<b>(2.72)</b>	-	-	<b>564.08</b>
Employee share based expense	-	7.67	-	-	-	-	-	7.67
As at 31 March 2022	880.47	19.91	522.26	0.30	(4.85)	-	-	1,418.09
Profit for the year	-	-	528.56	-	-	-	-	528.56
Other comprehensive income/(loss)	-	-	-	-	0.31	(0.19)	(0.44)	(0.32)
<b>Total comprehensive income/(loss) for the year</b>	-	-	<b>528.56</b>	-	<b>0.31</b>	<b>(0.19)</b>	<b>(0.44)</b>	<b>528.24</b>
Employee share based expense	-	13.67	-	-	-	-	-	13.67
As at 31 March 2023	880.47	33.58	1,050.82	0.30	(4.54)	(0.19)	(0.44)	1,960.00

Notes:

• Security premium

The unutilized accumulated excess of issue price over face value on issue of shares. This is utilized in accordance with the provision of the Act.

• Share based expense reserve

The fair value of the equity settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Share based payment reserve. Balance of a share based payment reserve is transferred to general reserve/security premium reserve upon expiry of grants or upon exercise of stock options by an employee.

• Equity instrument through OCI

The Company has elected to recognize changes in fair value of certain investment in equity securities through other comprehensive income. These changes are accumulated within the equity instrument through OCI within equity. The Company transfers amount therefrom to retained earnings when the relevant securities are derecognized

• Re-measurement of defined benefit plans

Re-measurement of defined benefits obligation comprises actuarial gains and losses and return on plan assets.

• Cash hedge reserve

The Company uses hedging instruments as part of its management of related foreign currency risk. For hedging related foreign currency risk, the Company uses foreign currency forward contracts respectively which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to Statement of Profit and Loss when the hedged item affects profit or loss".

• Foreign currency translation reserve

Exchange differences arising on translation of the foreign branch are recognized in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the Company dispose off its interest in foreign branch through sale or close the branch.

The accompanying notes "1" to "47" form an integral part of the financial statements.

In terms of our report of even date.

For BGJC & Associates LLP  
Chartered Accountants  
Firm Registration Number : 003304N/N500056

For and on behalf of Board of Jubilant Agri and Consumer Products Limited

Sd/-  
Pranav Jain  
Partner  
Membership No. 098308

Sd/-  
Umesh Sharma  
Chief Financial Officer

Sd/-  
Priyavrat Bhartia  
Director  
DIN: 00020603

Place: New Delhi  
Date: 25 May, 2023

Place: Gurugram  
Date: 25 May, 2023

Sd/-  
Manu Ahuja  
CEO & Whole-time Director  
DIN: 05123127

Statement of Cash Flows for the year ended 31 March 2023

(₹ In million)

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>A. Cash flow from operating activities:</b>		
Net profit before tax	714.89	750.70
Adjustments for:		
Depreciation & amortization expense	142.04	126.80
(Gain)/Loss on sale/disposal/discard of property, plant and equipment (net)	(0.42)	(0.06)
Finance costs	193.97	146.73
Employee share-based payment expense	13.67	7.67
Unrealized (gain)/loss on foreign exchange (net)	0.90	0.38
Gain on termination of lease	(2.02)	-
Property, plant and equipment written off	26.55	-
Interest Income	(6.43)	(0.76)
<b>Operating cash flow before working capital changes</b>	<b>368.26</b>	<b>280.76</b>
Adjustments for:		
Decrease/(Increase) in trade receivables, loans, other financial assets and other assets	(358.05)	(1,320.70)
Decrease/(Increase) in inventories	397.53	(1,330.66)
Increase/(Decrease) in trade payables, other financial liabilities, other liabilities and provisions	(952.19)	1,901.05
<b>Cash generated from operations</b>	<b>170.43</b>	<b>281.15</b>
Direct taxes (paid)/refund (net)	2.35	(0.57)
<b>Net cash generated from operating activities</b>	<b>172.79</b>	<b>280.58</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of property, plant and equipment & other intangible assets (including capital work-in-progress and intangible assets under development)	(197.69)	(234.18)
Sale of property, plant and equipment	1.56	0.52
Interest received	6.17	2.55
Movement in other bank balances	0.09	14.09
<b>Net cash used in investing activities</b>	<b>(189.87)</b>	<b>(217.02)</b>
<b>C. Cash flow arising from financing activities:</b>		
Proceeds from long term borrowings (Refer note 36)	199.50	345.55
Repayment of long term borrowings (Refer note 36)	(582.20)	(307.50)
Payment of lease obligation (Refer note 42)	(38.12)	(28.94)
Proceeds from / (Repayment) of short term borrowings (net) (Refer note 36)	616.67	91.72
Proceeds from inter-corporate borrowings from related parties (Refer note 36 & 38)	100.00	-
Repayment of inter-corporate borrowings from related parties (Refer note 36 & 38)	(102.20)	(68.10)
Finance costs paid	(179.05)	(133.39)
<b>Net cash inflow/(outflow) in course of financing activities</b>	<b>14.60</b>	<b>(100.66)</b>
<b>D. Effect of exchange rate changes</b>		
Exchange difference in translating the financial statements	(0.44)	-
<b>Net decrease in cash &amp; cash equivalents (A+B+C)</b>	<b>(2.92)</b>	<b>(37.10)</b>
Add: Cash & cash equivalents at the beginning of the year	11.18	48.28
<b>Cash &amp; cash equivalents at the end of the year</b>	<b>8.26</b>	<b>11.18</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

(₹ in million)

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Components of cash and cash equivalents</b>		
Balance With Banks		
- On current accounts	8.26	11.18
	<b>8.26</b>	<b>11.18</b>
<b>Notes:</b>		
i) Statement of Cash Flow has been prepared under the Indirect Method as set out in the Ind AS 7 "Statement of Cash Flows".		
ii) Acquisition/Purchase of property, plant and equipment/ other intangible assets includes movement of capital work-in-progress, intangible assets under development and capital advances/payables during the year.		
In terms of our report of even date.		
<b>For BGJC &amp; Associates LLP</b>		for and on behalf of the board of
Chartered Accountants		<b>Jubilant Agri and Consumer Products Limited</b>
Firm Registration Number : 003304N/N500056		
Sd/-	Sd/-	Sd/-
<b>Pranav Jain</b>	<b>Umesh Sharma</b>	<b>Priyavrat Bhartia</b>
Partner	Chief Financial Officer	Director
Membership No. 098308		DIN: 00020603
		Sd/-
		<b>Manu Ahuja</b>
Place: New Delhi	Place: Gurugram	CEO & Whole-time Director
Date : 25 May, 2023	Date: 25 May, 2023	DIN: 05123127

## Notes to the financial statements for the year ended 31 March 2023

### 1. Corporate Information

Jubilant Agri and Consumer Products Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is wholly owned subsidiary of Jubilant Industries Limited and presently engaged in the business of manufacturing and sale of agri, industrial polymers and consumer products. The Company caters to both domestic and international market. The registered office of the Company is situated at Bhartiagram, Gajraula District Amroha-244 223.

These financial statements were authorised for issuance by the Board of Directors of the Company in their meeting held on May 25, 2023.

### 2. Significant accounting policies

This note provides significant accounting policies adopted and applied in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of preparation

##### (i) *Statement of compliance*

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The financial statements of the Company are presented in Indian Rupee and all values are rounded to the nearest million, except per share data and unless stated otherwise.

##### (ii) *Historical cost convention*

The financial statements have been prepared on a historical cost convention on accrual basis except for the following material items those have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans and other long-term employee benefits;
- Share-based payment transactions;
- Investment in equity instruments.

#### (b) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

## Notes to the financial statements for the year ended 31 March 2023

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

### (c) Property, plant and equipment (PPE) and intangible assets

#### (i) Property, plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost, which includes capitalized finance costs, less accumulated depreciation and any accumulated impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the items. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Expenditure incurred on start-up and commissioning of the project and/ or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as the appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Advances paid towards acquisition of property, plant and equipment outstanding at each Balance Sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

#### (ii) Intangible assets

Intangible assets that are acquired (including implementation of software system) and in process research and development are measured initially at cost.

After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and any accumulated impairment loss. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it related.



**Notes to the financial statements for the year ended 31 March 2023**

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

**(iii) Depreciation and amortisation methods, estimated useful lives and residual value**

Depreciation is provided on straight line basis on the original cost/ acquisition cost of assets or other amounts substituted for cost of fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act, read with notification dated 29 August, 2014 of the Ministry of Corporate Affairs, except for the following classes of fixed assets which are depreciated based on the internal technical assessment of the management as under:

<b>Category of assets</b>	<b>Management estimate of useful life</b>	<b>Useful life as per Schedule II</b>
Motor Vehicles under finance lease	Tenure of lease or 5 years whichever is shorter	8 years
Employee perquisite related assets (included in office equipment)	5 years, being the period of perquisite scheme	10 years
Computers covered under perquisite scheme	5 years, being the period of perquisite scheme	3 years

Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the date/month of addition/ disposal.

Leasehold lands, which qualify as finance lease is amortised over the lease period on straight line basis.

Software systems are being amortised over a period of five years or its useful life whichever is shorter.

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted, if appropriate.

**(iv) De-recognition**

A property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

**(d) Discontinued operations and non-current assets held for sale**

Discontinued operation is a component of the Company that has been disposed of or classified as held for sale and represents a major line of business.

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

## Notes to the financial statements for the year ended 31 March 2023

Such assets are generally measured at the lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Statement of Profit and Loss.

Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

### **(e) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. The Company's non-financial assets other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs) represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. The recoverable amount of a CGU is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

### **(f) Financial instrument**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### ***Financial assets***

##### ***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date the Company commits to purchase or sale the asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

## Notes to the financial statements for the year ended 31 March 2023

### ***Subsequent measurement***

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debts instruments, derivatives and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

### ***Debt instruments at amortised cost***

A "debt instrument" is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specific dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking in to account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

### ***Debt instrument at FVOCI***

A 'debt instrument' is classified as at the FVOCI in both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included with in the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

### ***Debt instrument at FVPL***

FVPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

## Notes to the financial statements for the year ended 31 March 2023

### ***Equity investments***

For the purpose of subsequent measurement, equity instruments are classified in two categories:

- Equity instruments at fair value through profit or loss (FVPL)
- Equity instruments at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

### ***Impairment of Financial assets***

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal), that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

### ***De-recognition***

A financial asset (or, where applicable, a part of a financial asset or part of Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and do what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case,

## **Notes to the financial statements for the year ended 31 March 2023**

the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

### ***Financial liabilities***

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Statement of Profit and Loss.

### ***De-recognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statements of Profit and Loss.

### ***Compound financial instruments***

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

### ***Derivative financial instruments and hedging activities***

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at FVPL. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

## Notes to the financial statements for the year ended 31 March 2023

The Company designates their derivatives as hedges of commodity price risk and related foreign exchange risk associated with the cash flows of assets and liabilities and highly probable forecast transactions (cash flow hedges). The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

### Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, within other gains/(losses).

When forward contracts are used to hedge forecast transactions, the Company designates the full change in fair value of the forward contract as the hedging instrument. The gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognized in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast purchase that is hedged takes place).

When the hedged forecast transaction results in the recognition of a non-financial asset (for example inventory), the amounts accumulated in equity are transferred to profit or loss as follows:

With respect to gain or loss relating to the effective portion of the forward contracts, the deferred hedging gains and losses are included within the initial cost of the asset. The deferred amounts are ultimately recognized in profit or loss as the hedged item affects profit or loss (for example, through cost of sales).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.



**Notes to the financial statements for the year ended 31 March 2023**

**Derivatives that are not designated as hedges**

The Company enters certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in statement of profit and loss.

**Embedded derivatives**

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

**Offsetting**

Financial assets and financial liabilities are off set and the net amount presented in Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and is intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(g) Inventories**

Inventories are valued at lower of cost and net realizable value except scrap, which is valued at net estimated realizable value.

The methods of determining cost of various categories of inventories are as follows:

Raw materials	Weighted average method
Work-in-progress and finished goods (manufactured)	Variable cost at weighted average including an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities
Finished goods (traded)	Cost of purchases
Stores & spares	Weighted average method
Fuel and Packing materials etc	Weighted average method
Goods-in-transit	Cost of purchases

Cost includes all direct costs, cost of conversion and appropriate portion of variable and fixed production overheads and such other costs incurred as to bring the inventory to its present location and condition inclusive of any tax wherever applicable.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion/ reprocessing and the estimated cost necessary to make the sale.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished products. Raw materials and other supplies held for use in the production of

## Notes to the financial statements for the year ended 31 March 2023

finished goods are not written down below cost except in cases where material prices have declined and it's estimated that the cost of finished goods will exceed their net realizable value.

### **(h) Cash and cash equivalents**

Cash and cash equivalents comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **(i) Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the future cash flows at a pre-tax rate that effects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### **(j) Contingent assets, liabilities and commitments**

Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continuously and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognized in the period in which the change occurs.

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows: (i) estimated amount of contracts remaining to be executed on capital account and not provided for; (ii) uncalled liability on shares and other investments partly paid; (iii) funding related commitment to subsidiary, associate and joint venture companies; and (iv) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management. Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

### **(k) Revenue recognition**

The company's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of company's performance obligation occur at the same time.

Revenue from sale of products is recognised when the property in the goods or all significant risks and rewards of ownership of the products have been transferred to the buyer, and no

## Notes to the financial statements for the year ended 31 March 2023

significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products as well as regarding its collection.

Revenue includes only those sales for which the Company has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. Any sales for which Company has acted as an agent without assuming the risks and rewards of ownership have been reported on a net basis.

Goods sold on consignment are recorded as inventory until goods are sold by the consignee to the end customer.

Subsidy in respect of fertilizer being disbursed by the Central Government of India is included in turnover and the same is recognized based upon the latest notified rates and only to the extent that the realization is reasonably assured.

Sale of utility is recognized on delivery of the same to the purchaser and when no significant uncertainty exists as to its realization.

Export incentives entitlements are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of exports made, and where no significant uncertainty regarding the ultimate collection of the relevant export proceeds exists.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably. Taxes (GST) collected on behalf of the government are excluded from Revenue. The transaction price of goods sold and services rendered is net of variable consideration on account returns, discounts, customer claims and rebates, etc.

### **Other income recognition:**

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognized on time proportionate basis. Other non- operating revenue is recognised in accordance with terms of underlying asset.

## **(I) Employee benefits**

**(i) Short-term employee benefits:** All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. And are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

**(ii) Post-employment benefits:** Post employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

### **a) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of

## Notes to the financial statements for the year ended 31 March 2023

employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of gratuity is recognized in the books of accounts based on actuarial valuation by an independent actuary. The gratuity liability for certain employees of the one of the units of the Company is funded with Life Insurance Corporation of India.

### **b) Superannuation**

Certain employees of the Company are also participants in the superannuation plan ('the Plan'), a defined contribution plan. Contribution made by the Company to the Plan during the year is charged to Statement of Profit and Loss.

### **c) Provident Fund**

(i) The Company makes contributions to the recognized provident fund – "VAM EMPLOYEES PROVIDENT FUND TRUST" (a multiemployer trust) for most of its employees in India, which is a defined benefit plan to the extent that the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be able to generate adequate returns to cover the interest rates notified by the Government.

For other employees in India, provident fund is deposited with Regional Provident Fund Commissioner. This is treated as defined contribution plan.

(ii) Company's contribution to the provident fund is charged to Statement of Profit and Loss.

### **(iii) Other long-term employee benefits:**

#### **Compensated absences**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of other long-term employee benefits is recognized in the books of accounts based on actuarial valuation using projected unit credit method as at Balance Sheet date by and independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

#### **Actuarial Valuation**

The liability in respect of all defined benefit plans is accrued in the books of accounts on the basis of actuarial valuation carried out by an independent actuary using the Project Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employees benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as

## Notes to the financial statements for the year ended 31 March 2023

at the Balance Sheet date, having maturity periods approximating to the terms of related obligation.

Re-measurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in the Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the Statement of Profit and Loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

### **(m) Share based payments**

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Company is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for separately each vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "share based payment reserve". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Model). Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures materially differ from those estimates.

### **(n) Finance costs**

Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Finance cost also includes exchange differences to the extent regarded as an adjustment to the finance costs. Finance costs that are directly attributable to the construction or production or development of a qualifying asset are capitalized as part of the cost of that asset. Qualifying assets are assets that are necessarily take a substantial period of time to get ready for their intended use or sale. All other finance costs are expensed in the period in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the finance costs eligible for capitalization.

Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

## Notes to the financial statements for the year ended 31 March 2023

### (o) Income tax

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

#### • Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantially enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.

#### • Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting not taxable profit or loss at the time of the transaction;
- temporary differences related to freehold land and investment in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets (DTA) include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India which is likely to give future economic benefits in the form of availability of set off against future income tax liability.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis simultaneously.



## Notes to the financial statements for the year ended 31 March 2023

Deferred income tax is not provided on the undistributed earnings of the subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

### **(p) Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

#### **Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

#### **Lease Liability**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

## Notes to the financial statements for the year ended 31 March 2023

### Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

### (q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The CEO and Whole-time Director of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly identified as the chief operating decision maker. Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "un-allocable revenue/ expenses/ assets/ liabilities", as the case may be.

### (r) Foreign currency translation

#### (i) *Functional and presentation currency*

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupee.

#### (ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at Balance Sheet date exchange rate are generally recognised in Statement of Profit and Loss.

#### (iii) *Foreign operations*

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated in to the presentation currency as follows:

- Share capital and opening reserves and surplus are carried at historical cost.
- All assets and liabilities, both monetary and non-monetary, (excluding share capital, opening reserve and surplus) are translated using closing rates at Balance Sheet date.
- Profit and Loss items are translated at the respective year to dates average rates or the exchange rate that approximates the actual exchange rate on the date of specific transaction.
- Contingent liabilities are translated at the closing rates at Balance Sheet date.
- All resulting exchange differences are recognised on Other Comprehensive Income.

## Notes to the financial statements for the year ended 31 March 2023

When a foreign operation is sold, the associated cumulative exchange differences are classified to profit or loss, as part of the gain or loss on sale.

The items of Cash Flow Statement are translated at the respective average rates or the exchange rate that approximates the actual exchange rate on date of specific transaction. The impact of changes in exchange rate on cash and cash equivalent held in foreign currency is included in effect of exchange rate changes.

### (s) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply all attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### (t) Royalty

The liability for payment of royalty is provided in terms of the agreement on accrual basis calculated at net sale value of the product (covered under the agreement) sold.

### (u) Earnings per share

#### (i) *Basic earnings per share*

Basic earnings per share, is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

#### (ii) *Diluted earnings per share*

Diluted earnings per share, adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### (v) Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different level in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

## Notes to the financial statements for the year ended 31 March 2023

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability, those are not based on observable market data (unobservable data).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations met the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair values of an asset or a liability, the Company uses observable market data as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

### (w) Critical estimates and judgements

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes.

- Recognition and estimation of tax expense including deferred tax – Note 29.
- Estimated impairment of financial assets and non-financial assets- Note 2(e) and 2(f).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(c).
- Estimation of assets and obligations relating to employee benefits- Note 32.
- Valuation of inventories- Note 2(g).
- Recognition of revenue and related accruals- Note 2(k).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 39.
- Lease classification- Note 42.
- Fair value measurements- Note 2(v).

### (x) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

## **Notes to the financial statements for the year ended 31 March 2023**

On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

### **Ind AS 1 - Presentation of Financial Statements**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

### **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

### **Ind AS 12 - Income Taxes**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

Notes to the financial statements for the year ended 31 March 2023

**3. Property, plant and equipment**

Description	GROSS BLOCK - COST / BOOK VALUE			DEPRECIATION / AMORTISATION / IMPAIRMENT			NET BLOCK (₹ in million)
	Total As at 31 March 2022	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2023	Provided for the year	Deductions/ adjustments during the year	
Land							
(a) Freehold	59.87	-	-	59.87	-	-	59.87
(b) Leasehold	18.15	-	-	18.15	1.74	-	16.10
Buildings							
(a) Factory	283.08	21.52	1.92	302.68	74.37	0.44	215.59
(b) Others	47.75	1.27	3.13	45.89	4.60	0.59	41.08
Plant & machineries	1,542.68	104.27	40.49	1,606.46	425.15	18.62	1,116.32
Furniture & fixtures	4.99	4.43	0.83	8.59	3.51	0.63	5.15
Office equipments	48.82	9.75	9.63	48.94	28.71	7.57	19.88
Right of use assets	92.63	209.00	41.54	260.09	43.84	24.31	210.85
<b>TOTAL</b>	<b>2,097.97</b>	<b>350.24</b>	<b>97.54</b>	<b>2,350.67</b>	<b>136.07</b>	<b>52.16</b>	<b>1,684.84</b>

\* Assets classified as held for sale ₹ 0.46 million (Previous Year: Nil)

Description	GROSS BLOCK - COST / BOOK VALUE			DEPRECIATION / AMORTISATION / IMPAIRMENT			NET BLOCK (₹ in million)
	Total As at 31 March 2021	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2022	Provided for the year	Deductions/ adjustments during the year	
Land							
(a) Freehold	59.87	-	-	59.87	-	-	59.87
(b) Leasehold	18.15	-	-	18.15	1.43	-	16.41
Buildings							
(a) Factory	255.98	27.10	-	283.08	61.76	-	208.71
(b) Others	47.75	-	-	47.75	3.75	-	43.15
Plant & machineries	1,339.52	203.20	0.04	1,542.68	346.17	-	1,117.53
Furniture & fixtures	4.97	0.02	-	4.99	3.09	-	3.51
Office equipments	36.73	14.07	1.98	48.82	23.13	1.22	20.11
Right of use assets	104.66	10.62	22.65	92.63	43.30	21.69	43.84
<b>TOTAL</b>	<b>1,867.63</b>	<b>255.01</b>	<b>24.67</b>	<b>2,097.97</b>	<b>482.63</b>	<b>22.37</b>	<b>1,516.05</b>

Notes:

(i) Property, plant and equipment of the Company are charged in favour of bankers for term loan.

(ii) During the current financial year and previous financial year, no borrowing cost has been capitalized on property, plant and equipment.



**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

**4. Capital work-in-progress (CWIP)**

	(₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning	4.17	0.64
Additions during the year	185.30	247.92
Capitalized during the year	141.24	244.39
Balance at the end	<b>48.23</b>	<b>4.17</b>

**4.1 Ageing of Capital work-in-progress**

As at 31 March 2023:

Description	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	48.23	-	-	<b>48.23</b>
Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>48.23</b>	<b>-</b>	<b>-</b>	<b>48.23</b>

As at 31 March 2022:

Description	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	4.17	-	-	<b>4.17</b>
Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>4.17</b>	<b>-</b>	<b>-</b>	<b>4.17</b>

**4.2 Expected completion schedule of capital work-in-progress where cost or time overrun has exceeded original plan**

As at 31 March 2023:

Description	To be completed			
	Up to 1 year	1-2 years	2-3 years	More than 3 years
AK3428-Procurement of Furniture & Fixtures for QC Lab towards NABL Accreditation	2.23	-	-	-
AG3438-Procurement of Lab testing/measuring equipment & office equipment for NABL accreditation along with civil modification work	0.64	-	-	-
AK3433-To procure & install Atomic Absorption Spectrophotometer (AAS) in Agri Kapsan Quality Lab	1.32	-	-	-
Projects temporarily suspended	-	-	-	-

As at 31 March 2022:

Description	To be completed		
	Up to 1 year	1-2 years	More than 3 years
CP3402-Conversion of boiler operation from LDO to PNG	1.38	-	-
CP3409-Compression tester for boxes drum and barrels	0.24	-	-
Projects temporarily suspended	-	-	-

**Jubilant Agri And Consumer Products Limited (CIN -U52100UP2008PLC035862)**  
**Notes to the financial statements for the year ended 31 March 2023**

**5. Other intangible assets**

Description	GROSS BLOCK-COST/BOOK VALUE			DEPRECIATION / AMORTISATION/IMPAIRMENT			(₹ in million) NET BLOCK	
	Total As at 31 March 2022	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2022	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2023	Total As at 31 March 2023
Software	2.48	5.13	-	2.12	0.72	-	2.84	4.77
License	26.28	-	-	12.56	5.25	-	17.81	8.47
<b>TOTAL</b>	<b>28.76</b>	<b>5.13</b>	<b>-</b>	<b>14.68</b>	<b>5.97</b>	<b>-</b>	<b>20.65</b>	<b>13.24</b>

Description	GROSS BLOCK-COST/BOOK VALUE			DEPRECIATION / AMORTISATION/IMPAIRMENT			(₹ in million) NET BLOCK	
	Total As at 31 March 2021	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2021	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2022	Total As at 31 March 2022
Software	2.48	-	-	1.97	0.15	-	2.12	0.36
License	26.28	-	-	7.57	4.99	-	12.56	13.72
<b>TOTAL</b>	<b>28.76</b>	<b>-</b>	<b>-</b>	<b>9.54</b>	<b>5.14</b>	<b>-</b>	<b>14.68</b>	<b>14.08</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

(₹ in million)

	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
<b>6. Loans</b>				
Loan receivable considered good - Unsecured:				
- Loan to employees	0.97	0.92	1.16	1.18
<b>Total loans</b>	<b>0.97</b>	<b>0.92</b>	<b>1.16</b>	<b>1.18</b>
<b>7. Other financial assets</b>				
Interest accrued	-	0.68	-	0.62
Security deposits	13.47	2.83	9.51	6.17
Others	0.29	-	0.33	-
<b>Total other financial assets</b>	<b>13.76</b>	<b>3.51</b>	<b>9.84</b>	<b>6.79</b>

**8. Deferred tax**

Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred income tax are as follows:

*Deferred tax assets:*

(₹ in million)

	Provision for compensated absences and gratuity	Expenditure allowed on actual payment basis	Tax losses carried forward	Unabsorbed depreciation	Others	Total
<b>As at 31 March 2021</b>	<b>32.00</b>	<b>24.87</b>	<b>156.50</b>	<b>377.77</b>	<b>1.46</b>	<b>592.60</b>
Charge/(Credit)						
- to statement of profit and loss	(2.59)	(2.06)	156.50	23.54	-	175.39
- to other comprehensive income	-	-	-	-	(0.92)	(0.92)
<b>As at 31 March 2022</b>	<b>34.59</b>	<b>26.93</b>	<b>-</b>	<b>354.23</b>	<b>2.38</b>	<b>418.13</b>
Charge/(Credit)						
- to statement of profit and loss	(0.40)	4.32	-	176.23	2.12	182.27
- to other comprehensive income	-	-	-	-	0.04	0.04
<b>As at 31 March 2023</b>	<b>34.99</b>	<b>22.61</b>	<b>-</b>	<b>178.00</b>	<b>0.22</b>	<b>235.82</b>

*Deferred tax liabilities:*

(₹ in million)

	Depreciation, amortization and other temporary differences	Total
<b>As at 31 March 2021</b>	<b>71.16</b>	<b>71.16</b>
Charge/(Credit)		
- to statement of profit and loss	8.50	8.50
- to other comprehensive income	-	-
<b>As at 31 March 2022</b>	<b>79.66</b>	<b>79.66</b>
Charge/(Credit)		
- to statement of profit and loss	4.06	4.06
- to other comprehensive income	-	-
<b>As at 31 March 2023</b>	<b>83.72</b>	<b>83.72</b>

*Net deferred tax assets:*

(₹ in million)

Particulars	As at 31 March 2023	As at 31 March 2022
Deferred tax assets	235.82	418.13
Deferred tax liabilities	83.72	79.66
<b>Deferred tax assets (net)</b>	<b>152.10</b>	<b>338.47</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

*Reconciliation of deferred tax assets (net):*

(₹ in million)

Particulars	For the year ended	For the year ended
	31 March 2023	31 March 2022
Balance as at the commencement of the year	338.47	521.44
Charge recognized in profit and loss during the year	186.33	183.89
Charge/(Credit) recognized in other comprehensive income during the year	0.04	(0.92)
Balance as at the end of the year	<b>152.10</b>	<b>338.47</b>

**Expiry period of carried forward tax losses:**

Company has unabsorbed depreciation amounting to ₹707.24 million (Previous Year: ₹ 1,407.46 million) as at year end, available to reduce future income taxes and the same can be carried forward for an indefinite period.

(₹ in million)

	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
<b>9. Other assets</b>				
Advance to suppliers	-	41.30	-	97.14
Capital advances	8.03	-	2.80	-
Security deposits	16.92	-	13.14	-
Prepaid expenses	5.25	30.80	8.42	25.06
Advance to employees	-	4.09	-	0.94
Recoverable from/balance with government authorities	-	269.77	-	347.76
Others	-	5.89	-	36.63
<b>Total other assets</b>	<b>30.20</b>	<b>351.85</b>	<b>24.36</b>	<b>507.53</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

		(₹ in million)	
		As at 31 March 2023	As at 31 March 2022
<b>10. Inventories</b>			
Raw materials		627.38	1,340.70
[including goods-in-transit ₹ 216.86 million (Previous Year: ₹ 758.54 million)]			
Work-in-progress		333.70	212.57
Finished goods		571.14	420.41
Stock-in-trade		49.08	19.96
Stores and spares		62.90	38.97
[including goods-in-transit ₹ Nil (Previous Year: ₹ 0.02 million)]			
Fuel and packing materials		62.65	71.77
<b>Total inventories</b>		<b>1,706.85</b>	<b>2,104.38</b>
Note: For valuation of inventories refer note 2(g).			
<b>11. Current investments</b>			
<b>I. Quoted investment in equity shares (at fair value through other comprehensive income)</b>			
448 (Previous Year: 448) equity shares of ₹ 10 each			
Voith Paper Fabrics India Limited		0.47	0.47
<b>II. Unquoted investment in equity shares (at cost)</b>			
530 (Previous Year: 530) equity shares of ₹ 10 each			
Minerva Holding Limited*		-	-
132 (Previous Year: 132) equity shares of ₹ 10 each			
Kashipur Holdings Limited*		-	-
<b>Total current investments</b>		<b>0.47</b>	<b>0.47</b>
<b>11.1 Additional information</b>			
		(₹ in million)	
		As at 31 March 2023	As at 31 March 2022
Aggregate amount of quoted investments		0.08	0.08
Market value of quoted investments		0.47	0.47
Aggregate amount of unquoted investments*		-	-
Aggregate provision for diminution in value of investments		-	-
* Shares were received free of cost under the Scheme of Arrangement (1997) approved by the Hon'ble High Court of Allahabad.			
<b>12. Trade receivables</b>			
<b>(Current)</b>			
Trade receivable considered good - Unsecured		2,721.47	2,200.38
Trade receivable-credit impaired		39.63	39.26
		<b>2,761.10</b>	<b>2,239.64</b>
Less: Allowance for expected credit loss		39.63	39.26
<b>Total receivables</b>		<b>2,721.47</b>	<b>2,200.38</b>
<b>12.1</b>	Trade receivables includes subsidy receivable ₹ 1,110.12 million (Previous Year: ₹ 817.85 million).		
<b>12.2</b>	Refer note 34 for ageing of trade receivables.		
<b>13(a). Cash and cash equivalents</b>			
Balance With Banks			
- On current accounts		8.26	11.18
<b>Total cash and cash equivalents</b>		<b>8.26</b>	<b>11.18</b>
<b>13(b). Other bank balances</b>			
Margin money with bank*		0.50	0.59
<b>Total other bank balances</b>		<b>0.50</b>	<b>0.59</b>
*For bank guarantees in favour of government authorities			

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

(₹ in million)

		As at 31 March 2023	As at 31 March 2022		
<b>14. Equity share capital</b>					
<b>Authorized</b>					
58,24,000 (Previous Year: 58,24,000) equity shares of ₹ 10 each		58.24	58.24		
		<b>58.24</b>	<b>58.24</b>		
<b>Issued, subscribed and paid-up</b>					
56,08,552 (Previous Year: 56,08,552) equity shares of ₹ 10 each		56.09	56.09		
<b>Total equity share capital</b>		<b>56.09</b>	<b>56.09</b>		
<b>14.1 Movement in equity share capital:</b>					
		<b>As at 31 March 2023</b>		<b>As at 31 March 2022</b>	
		<b>No. of shares</b>	<b>₹ in million</b>	<b>No. of shares</b>	<b>₹ in million</b>
At the commencement of the year		56,08,552	56.09	56,08,552	56.09
Add: Issued during the year		-	-	-	-
At the end of the year		<b>56,08,552</b>	<b>56.09</b>	<b>56,08,552</b>	<b>56.09</b>
<b>14.2</b>	The Company has only one class of shares referred to as equity shares having par value of ₹ 10 each. Holder of each equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>14.3</b>	Details of shareholders holding more than 5% of the aggregate shares in the Company:				
		<b>As at 31 March 2023</b>		<b>As at 31 March 2022</b>	
		<b>No. of shares</b>	<b>% held</b>	<b>No. of shares</b>	<b>% held</b>
Jubilant Industries Limited* and its nominees (Equity shares)		56,08,552	100.00	56,08,552	100.00
	* Holding Company				
<b>14.4</b>	<b>Information regarding issue of shares in the last five years</b>				
	i) The Company has not issued any shares without payment being received in cash.				
	ii) The Company has not issued any bonus shares.				
	iii) The Company has not undertaken any buy-back of shares.				
<b>14.5</b>	<b>Disclosure of Shareholding of Promoters</b>				
	The Company is a wholly owned subsidiary of Jubilant Industries Limited and its 100% shareholding is with Jubilant Industries Limited.				
				(₹ in million)	
		As at 31 March 2023	As at 31 March 2022		
<b>14 (a). Other equity</b>					
Security premium		880.47	880.47		
Share based payment reserve		33.58	19.91		
Retained earnings		1,050.82	522.26		
<b>Items of other comprehensive income:</b>					
Equity instruments through OCI		0.30	0.30		
Re-measurement of defined benefit plans		(4.54)	(4.85)		
Cash hedge reserve		(0.19)	-		
Foreign currency translation reserve		(0.44)	-		
<b>Total other equity</b>		<b>1,960.00</b>	<b>1,418.09</b>		



**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

(₹ in million)

	As at 31 March 2023	As at 31 March 2022
<b>15(a). Non-current borrowings</b>		
Term loans from banks		
- Indian rupee loans (secured)	371.60	974.99
Less: Current maturities of long term debts	135.45	424.69
<b>Total non-current borrowings</b>	<b>236.15</b>	<b>550.30</b>
<b>15(b). Lease liabilities</b>		
Non-current portion of lease liabilities	193.99	33.64
<b>Total non-current lease liabilities</b>	<b>193.99</b>	<b>33.64</b>
<b>15(c). Current borrowings</b>		
Loans repayable on demand		
From Banks (Secured)		
Cash credit and working capital loans	1,075.98	483.98
Current maturities of long term debts	135.45	424.69
Foreign currency term loan	224.92	-
From Others (Unsecured)		
From related party (Refer note 38)	-	2.20
MSME Treds borrowings	24.75	-
<b>Total current borrowings</b>	<b>1,461.10</b>	<b>910.87</b>
<b>15(d). Lease liabilities</b>		
Current portion of lease liabilities	26.76	19.88
<b>Total current lease liabilities</b>	<b>26.76</b>	<b>19.88</b>
<b>15.1 Nature of security of non-current borrowings and other terms of repayment</b>		
15.1.1 Term loan I availed from Ratnakar Bank Limited amounting to ₹ Nil (Previous Year: ₹ 114.75 million) including current maturities of ₹ Nil (Previous Year: ₹ 115.00 million) is secured by first pari passu charge on all fixed assets (both present and future) of the Company and as well as of Jubilant Industries Limited (the holding company) and unconditional and irrevocable corporate guarantee of its holding company.		
15.1.2 Term loan II availed from Ratnakar Bank Limited amounting to ₹ Nil (Previous Year: ₹ 464.69 million) including current maturities of ₹ Nil (Previous Year: ₹ 243.75 million) is secured by first pari passu charge on all fixed assets (both present and future) of the Company and as well as of Jubilant Industries Limited (the holding company) and unconditional and irrevocable corporate guarantee of its holding company.		
15.1.3 Term loan III availed from Ratnakar Bank Limited amounting to ₹ 197.82 million (Previous Year: ₹ 263.75 million) including current maturities of ₹ 65.94 million (Previous Year: ₹ 65.94 million) is secured by first pari passu charge on all fixed assets (both present and future) of the Company.		
15.1.4 Term loan IV availed from Ratnakar Bank Limited amounting to ₹ Nil (Previous Year: ₹ 131.80) including current maturities of ₹ Nil (Previous Year: ₹ Nil) is secured by first pari passu charge on all fixed assets (both present and future) of the Company.		
15.1.5 Term loan V availed from HDFC Bank Limited amounting to ₹ 83.33 million (Previous Year: ₹ Nil) including current maturities of ₹ 33.33 million (Previous Year: ₹ Nil) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.		
15.1.6 Term loan VI availed from HDFC Bank Limited amounting to ₹ 90.45 million (Previous Year: ₹ Nil) including current maturities of ₹ 36.18 million (Previous Year: ₹ Nil) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.		
15.1.7 Term loan I availed from Ratnakar Bank Limited is fully repaid during the current year.		
15.1.8 Term loan II availed from Ratnakar Bank Limited is fully repaid during the current year and balance of ₹ 22.50 million is converted in to foreign currency term loan.		
15.1.9 Term loan III availed from Ratnakar Bank Limited is repayable in remaining thirty six equal monthly instalments, payable up to March 2026.		
15.1.10 Term loan IV availed from Ratnakar Bank Limited is fully repaid during the current year.		
15.1.11 Term loan V availed from HDFC Bank Limited is repayable in remaining ten equal quarterly instalments, payable up to September 2025.		
15.1.12 Term loan VI availed from HDFC Bank Limited is repayable in remaining ten equal quarterly instalments, payable up to September 2025.		
<b>15.2 Nature of security of current borrowings and other terms of repayment</b>		
15.2.1 Working capital facilities (including cash credit) sanctioned by Consortium of banks are secured by a first pari passu charge by way of hypothecation, of the entire book debts, inventories and current assets both present and future of the Company wherever the same may be held and unconditional and irrevocable corporate guarantee of its holding company in favour of bankers. Short term borrowings from banks are availed in Indian rupees and in foreign currency.		
15.2.2 Short term loan availed in foreign currency from Ratnakar Bank Limited amounting to ₹ 224.92 million (Previous Year: ₹ Nil) is secured by first pari passu charge on all fixed assets (both present and future) of the Company and as well as of Jubilant Industries Limited (the holding company) and unconditional and irrevocable corporate guarantee of its holding company and repayable in three equal quarterly instalments up to October 2023.		
15.2.3 Short term borrowings from related party are repayable as per terms of agreement within one year.		
15.2.4 The quarterly returns or statements [Financial Follow-up Report (FFR I)] by the Company for working capital limits with such banks are in agreement with the books of accounts of the Company.		
15.2.5 There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.		

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

(₹ in million)

	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
<b>16. Other financial liabilities</b>				
Capital creditors	-	18.56	-	20.59
Employee benefits payable	-	69.36	-	26.40
Security deposit	67.37	2.73	54.95	2.10
Interest accrued and due on borrowings	-	-	-	0.14
Interest accrued but not due on borrowings	-	2.16	-	0.77
Due to related parties	-	-	-	19.42
Other payables	-	528.95	-	474.15
<b>Total other financial liabilities</b>	<b>67.37</b>	<b>621.76</b>	<b>54.95</b>	<b>543.57</b>
<b>17. Provisions</b>				
<b>(Unsecured considered good)</b>				
Provisions for employee benefits	126.81	55.45	127.61	70.42
Other provisions	-	0.90	-	0.17
<b>Total provisions</b>	<b>126.81</b>	<b>56.35</b>	<b>127.61</b>	<b>70.59</b>

**18. Trade payables**

(₹ in million)

As at 31 March 2023:	Not Due	Overdue				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
<b>Outstanding dues of micro and small</b>						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	127.84	53.44	-	-	-	181.28
	<b>127.84</b>	<b>53.44</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>181.28</b>
<b>Outstanding dues other than micro and small</b>						
(a) Disputed	-	-	-	-	0.96	0.96
(b) Undisputed	1,409.72	131.47	1.45	0.86	0.99	1,544.49
	<b>1,409.72</b>	<b>131.47</b>	<b>1.45</b>	<b>0.86</b>	<b>1.95</b>	<b>1,545.45</b>

(₹ in million)

As at 31 March 2022:	Not Due	Overdue				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
<b>Outstanding dues of micro and small</b>						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	159.95	5.78	-	-	-	165.73
	<b>159.95</b>	<b>5.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>165.73</b>
<b>Outstanding dues other than micro and small</b>						
(a) Disputed	-	-	-	0.96	-	0.96
(b) Undisputed	2,408.32	147.22	2.09	2.92	-	2,560.55
	<b>2,408.32</b>	<b>147.22</b>	<b>2.09</b>	<b>3.88</b>	<b>-</b>	<b>2,561.51</b>

(₹ in million)

	For the year ended	For the year ended
	31 March 2023	31 March 2022
<b>19. Other current liabilities</b>		
Advance from customers	88.16	156.36
Statutory dues payables	112.79	71.50
Others	5.48	4.02
<b>Total other current liabilities</b>	<b>206.43</b>	<b>231.88</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

	(₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>20. Revenue from operations</b>		
Sale of products:		
- Domestic [including ₹ 2,346.59 million (Previous Year: ₹ 2,897.01 million) subsidy on fertilizers]	11,733.24	9,512.36
- Export	2,608.43	2,005.69
Sale of services	-	-
Other operating revenue	23.82	33.61
<b>Total revenue from operations</b>	<b>14,365.49</b>	<b>11,551.66</b>
<b>21. Other income</b>		
Interest income [including interest on income tax refund of ₹ 0.19 million (Previous Year: ₹ Nil)]	6.43	0.76
Insurance claim	2.47	-
Net gain on sale/disposal of property, plant and equipment	0.42	0.06
Gain on termination of lease	2.02	-
Rent received	3.43	6.63
Foreign exchange fluctuation gain (net of loss)	-	-
Other non-operating income	11.03	2.28
Bad Debts/ irrecoverable advances & receivables written in (net)	2.59	-
<b>Total other income</b>	<b>28.39</b>	<b>9.73</b>
<b>22. Cost of materials consumed</b>		
Raw & process materials consumed	9,484.55	7,227.61
<b>Total cost of materials consumed</b>	<b>9,484.55</b>	<b>7,227.61</b>
<b>23. Purchases of stock-in-trade</b>		
Purchases of stock-in-trade	206.63	186.69
<b>Total purchases of stock-in-trade</b>	<b>206.63</b>	<b>186.69</b>
<b>24. Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>		
<b>Opening balance</b>		
Work-in-progress	212.57	100.39
Finished goods	420.41	236.30
Stock-in-trade	19.96	7.51
<b>Total opening balance</b>	<b>652.94</b>	<b>344.20</b>
<b>Closing balance</b>		
Work-in-progress	333.70	212.57
Finished goods	571.14	420.41
Stock-in-trade	49.08	19.96
<b>Total closing balance</b>	<b>953.92</b>	<b>652.94</b>
<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>	<b>(300.98)</b>	<b>(308.74)</b>
<b>25. Employee benefits expense</b>		
Salaries, wages, bonus, gratuity and allowances	946.79	864.85
Contribution to provident and other funds	41.81	36.90
Employee share based expense	13.67	7.67
Staff welfare expenses	54.71	45.82
<b>Total employee benefits expense</b>	<b>1056.98</b>	<b>955.24</b>
<b>26. Finance costs</b>		
Interest expense	163.72	115.49
Other finance costs	23.61	28.02
Exchange difference to the extent considered as an adjustment to finance costs	6.64	3.22
<b>Total finance costs</b>	<b>193.97</b>	<b>146.73</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

(₹ in million)

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>27. Depreciation and amortization expense</b>		
Depreciation of property, plant and equipment	136.07	121.66
Amortization of intangible assets	5.97	5.14
<b>Total depreciation and amortization expense</b>	<b>142.04</b>	<b>126.80</b>
<b>28. Other expenses</b>		
Power and fuel	325.89	299.44
Stores, spares and packing materials consumed	744.73	628.34
Job work charges	2.13	0.29
Repairs and maintenance:		
Plant and machineries	92.31	149.88
Buildings	5.38	18.92
Others	56.54	42.33
Rent	25.71	17.18
Rates & taxes	7.01	7.57
Insurance	25.16	14.74
Advertisement, publicity & sales promotion	420.83	387.60
Travelling & other incidental expenses	121.12	70.89
Vehicle running & maintenance	2.62	2.22
Printing & stationery	7.25	10.98
Communication expenses	8.74	6.72
Staff recruitment & training	6.40	5.45
Legal, professional and consultancy charges (Refer note 41)	124.60	98.75
Directors' sitting fees	1.63	1.13
Bank charges	8.12	3.65
Foreign exchange fluctuation - net	62.58	16.21
CSR expenses [Refer note 44 (viii)]	7.85	2.79
Freight & forwarding	681.62	600.55
Commission on Sales	22.93	16.03
Discounts, claims to customers and other selling expenses	101.94	65.78
Bad Debts/ irrecoverable advances & receivables written off (net)	-	3.43
Property, plant and equipment written off	26.55	-
Miscellaneous expenses	6.16	5.49
<b>Total other expenses</b>	<b>2,895.80</b>	<b>2,476.36</b>

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

<b>29. Income tax</b>		
The major components of income tax expense are:		
<i>Profit or loss section</i>		
	<b>(₹ in million)</b>	
	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
<b>Current income tax:</b>		
Current income tax charge for the year	-	-
<b>Deferred tax:</b>		
Deferred tax charge for the year	186.33	183.89
	186.33	183.89
<b>Income tax expense reported in the Statement of profit and loss</b>	<b>186.33</b>	<b>183.89</b>
<i>OCI section</i>		
	<b>(₹ in million)</b>	
	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Tax charge/(credit) related to items that will not be reclassified to profit or loss	0.04	(0.92)
<b>Income tax charged to OCI</b>	<b>0.04</b>	<b>(0.92)</b>
<b>Reconciliation between average effective rate and applicable tax rate:</b>		
	<b>(₹ in million)</b>	
	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Accounting profit before income tax	714.89	750.70
At India's statutory income tax rate 25.168% (Previous Year: 25.168%)	179.92	188.93
- Permanent Difference	6.65	-
- Adjustments of earlier years	-	(4.99)
- Others	(0.24)	0.05
<b>Income tax expense reported in the Statement of profit and loss</b>	<b>186.33</b>	<b>183.99</b>

## Notes to the financial statements for the year ended 31 March 2023

### 30. Composite Scheme of Arrangement

(a) Proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12th August 2022 between the following companies:

- HSSS Investment Holding Private Limited (Amalgamating Company-1),
- KBHB Investment Holding Private Limited (Amalgamating Company-2),
- SSBPB Investment Holding Private Limited (Amalgamating Company-3),
- Jubilant Industries Limited (JIL) is the holding company of the Amalgamated company namely, Jubilant Agri and Consumer Products Limited (JACPL), and
- Jubilant Agri and Consumer Products Limited (JACPL) (Amalgamated Company), a wholly owned subsidiary of JIL.

(b) The Companies under Composite Scheme of Arrangement had received NOC (observation letters) from National Stock Exchange of India (NSE) and BSE Limited (BSE) dated February 17, 2023. Upon receipt of NOCs (observation letters) from NSE and BSE, JIL had filed the application, under section 230 to 232 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, before jurisdictional bench of NCLT dated 28 March, 2023 in respect of the Composite Scheme of Arrangement amongst the Company as mentioned above in note 17 (a).

(c) Pursuant to the Composite Scheme JIL would amalgamate with the Company from the appointed date i.e. July 01, 2022 wherein JIL shall cease to exist.

Pursuant to Part C of the Scheme, upon the effective date and with effect from the appointed date, JIL shall stand amalgamated in the Company, its wholly owned subsidiary. In so far as the amalgamation of JIL into the Company is concerned, upon the effective date, the equity shares of the Company held by JIL shall be automatically cancelled, and simultaneously and concurrent with such cancellation, the Company shall issue and allot equity shares, such that for every 1 (One) fully paid up equity share of ₹ 10/- each of JIL held by the equity shareholders of JIL as on the Record Date, 1 (One) equity Share shall be issued and allotted by the Company.

The equity shares issued by the Company, subject to approval/exemption from SEBI, be listed and/or admitted to trading on the stock exchanges where the equity shares of JIL are listed and/or admitted to trading.

(d) Upon the scheme becoming effective, the authorized share capital of the Company shall automatically stand enhanced by the authorized share capital of the JIL.

Further, the resultant authorized share capital of the Company comprising: (i) 7,43,54,000 equity shares of ₹ 10 each aggregating ₹ 74,35,40,000/-; (ii) 26,23,617 10% optionally convertible non-cumulative redeemable preference shares of ₹ 10 each, aggregating ₹ 2,62,36,170/- ; and (iii) 10,00,000 10% non-cumulative redeemable preference shares of ₹ 10 each, aggregating ₹ 1,00,00,000/-, shall stand reclassified entirely only as equity share capital, comprising 7,79,77,617 equity shares of ₹ 10 each, aggregating ₹ 77,97,76,170/-



**Notes to the financial statements for the year ended 31 March 2023**

(e) **Computation of net impact of Investment of JIL in the Company:**

(₹ in million)

Particulars		Amount
Investment in the company as per books of JIL	A	3016.28
<b>Less:</b>		
Share capital as per books of the Company	B	56.09
Security premium as per books of the Company	C	880.47
Reversal of capital reserve created pursuant to Part B of the Scheme	D	48.85
Adjusted in retained earnings (balancing figure)	A-(B+C+D)	2030.87

(f) **Effects on the financial statements**

(₹ in million)

Particulars		Amount
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment		0.10
Investments		10.75
Loans		0.03
Deferred tax assets		0.03
Other non-current assets		1.35
<b>Current assets</b>		
Inventories		0.12
Trade receivables		1.12
Cash and cash equivalents		17.17
Other bank balances		1.00
Loans		0.01
Other financials assets		3.00
Current tax assets		0.89
Other current assets		4.81
Assets classified as held for sale		13.57
<b>Total assets</b>	A	<b>53.95</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Provisions		0.67
<b>Current liabilities</b>		
Trade payables		1.49
Other financials liabilities		3.31
Other current liabilities		116.77
Provisions		0.25
<b>Total liabilities</b>	B	<b>122.49</b>
<b>Equity</b>		
Share capital		94.58
Security premium		344.95
General reserve		200.31
Share based payment reserve		(10.86)
OCI- Re-measurement of defined benefit plans		0.02
Retained earnings		(697.54)
<b>Total equity</b>	C	<b>(68.54)</b>
<b>Total equity and liabilities</b>	(B+C)	<b>53.95</b>

(g) In the books of JIL equity settled share payment based transactions with the employees of the Company, was recognised in investment, therefore, capital contribution of the JIL is adjusted with share based payment reserve of the Company.

(h) In the books of JIL Trade receivable of ₹ 1.12 million is receivable from the Company so adjusted with the Trade payable of the Company.

(i) The above have been accounted for, in compliance with Ind AS 103 "Business Combination".

**Notes to the financial statements for the year ended 31 March 2023**

31. The outbreak of Coronavirus (COVID-19) pandemic globally and in India had impacted business operation of the Company except fertilisers division, by way of interruption in production, supply chain disruption, unavailability of personnel etc. In assessing the recoverability of Company's assets such as investments, loans, intangible assets, deferred tax assets, trade receivable, inventories etc., the Company has considered internal and external information up to the date of approval of these financial statements and expects to recover the carrying amount of the assets.

**32. Employee benefits in respect of the Company have been calculated as under:**

**A. Defined Contribution Plans**

The Company has certain defined contribution plan such as provident fund, employee state insurance, employee

(₹ in million)

Particulars	For the year	For the year
	ended	ended
	31 March 2023	31 March 2022
Employer's contribution to provident fund*	24.45	9.05
Employer's contribution to employee's pension scheme 1995	11.61	9.99
Employer's contribution to superannuation fund	0.91	1.06
Employer's contribution to employee state insurance	0.39	0.27

\* Earlier, for certain employees where provident fund was deposited with government authority e.g. Regional Provident Fund Commissioner (RPFC) and for other employees provident fund was deposited with Trust but effective from January 1, 2022 the Group has surrendered its Trust and transfer to RPFC as permitted under the Employees Provident Fund Act.

**A. Defined Benefits Plans**

**i. Gratuity**

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity. The discount rate assumed is 7.35% p.a. (Previous Year: 7.20% p.a.) which is determined by reference to market yield at the Balance Sheet date on government bonds. The retirement age has been considered at 58 years (Previous Year: 58 years) and mortality table is as per IALM (2012-14) [Previous Year: IALM (2012-14)].

The estimates of future salary increases, considered in actuarial valuation is 9% p.a. for first three years and 5% p.a. thereafter (Previous Year: 9% p.a. for first three years and 5% p.a. thereafter), taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The plan assets are maintained with Life Insurance Corporation of India in respect of gratuity scheme for certain employees of one unit of the Company. The details of investments maintained by Life Insurance Corporation of India are not available with the Company, hence not disclosed. The expected rate of return on plan assets is 7.00% p.a. (Previous Year: 6.00% p.a.).

**Reconciliation of opening and closing balances of the present value of the defined benefit obligation:**

(₹ in million)

Particulars	For the year	For the year
	ended	ended
	31 March 2023	31 March 2022
Present vale of obligation at the beginning of the year	104.12	94.68
Current service cost	10.23	9.79
Interest cost	7.50	6.44
Actuarial (gain)/loss	(0.10)	3.90
Benefits paid	(14.61)	(10.69)
Present vale of obligation at the end of the year	107.14	104.12

**Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:**

(₹ in million)

Particulars	31 March 2023	31 March 2022
Present vale of obligation at the end of the year	107.14	104.12
Fair value of plan assets at the end of the year	12.54	11.40
Net liabilities recognized in the Balance Sheet	94.60	92.72

**Fair value of plan assets\*:**

(₹ in million)

Particulars	31 March 2023	31 March 2022
Plan assets at the beginning of the year	11.40	10.44
Expected return on plan assets	0.82	0.71
Actuarial gain/(loss)	0.32	0.25
Plan assets at the end of the year	12.54	11.40

\* In respect of one unit of the Company, the plan assets were invested in insurer managed funds.

**Notes to the financial statements for the year ended 31 March 2023**

Company's best estimate of contribution during next year is ₹ 19.74 million (Previous Year: ₹ 18.72 million).

**Expense recognized in the Statement of Profit and Loss under employee benefits expense:**

(₹ in million)

Particulars	31 March 2023	31 March 2022
Total service cost	10.23	9.79
Net interest cost	6.68	5.73
<b>Expenses recognized in the Statement of Profit and Loss</b>	<b>16.91</b>	<b>15.52</b>

**Amount recognized in other comprehensive income:**

(₹ in million)

Particulars	31 March 2023	31 March 2022
Actuarial gain/(loss) due to financial assumption change	0.10	(3.89)
Actuarial gain/(loss) on plan assets	0.31	0.25
<b>Amount recognized in the Other Comprehensive Income</b>	<b>0.41</b>	<b>(3.64)</b>

**Sensitivity analysis:**

(₹ in million)

Particulars Assumptions	31 March 2023			
	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(3.12)	3.32	3.36	(3.19)

(₹ in million)

Particulars Assumptions	31 March 2022			
	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(3.33)	3.54	3.58	(3.39)

The sensitivity analysis above have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

**ii. Provident Fund:**

The Company made monthly contributions to provident fund managed by trust for qualifying employees. Under the scheme, the Company was required to contribute a specific percentage of the payroll costs to fund the benefits. As per Ind AS 19 on "Employee Benefits", employer established provident fund trust was treated as defined benefit plans, since the Company was obliged to meet interest shortfall, if any, with respect to covered employees. The total liability of ₹ Nil (Previous Year: ₹ Nil) has been allocated to Company and ₹ Nil (Previous Year: ₹ Nil) has been charged to Statement of Profit and Loss during the year.

**Actuarial assumptions made to determine interest rate guarantee on exempt provident fund liabilities are as follows:**

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate	-	-
Guaranteed rate of return	-	-

The Company has contributed ₹ Nil to provident fund (Previous Year: ₹ 13.20 million) for the year.

**C. Other long term benefits (compensated absences)**

(₹ in million)

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year	44.44	44.71

**Notes to the financial statements for the year ended 31 March 2023**

**33. Fair value measurement**

Particulars	Note	Level of hierarchy	31 March 2023			31 March 2022		
			FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost
<b>Financial assets</b>								
Investments in quoted equity instruments	(d)	1	-	0.47	-	-	0.47	-
Trade receivables	(a)		-	-	2,721.47	-	-	2,200.38
Loans	(a, b)		-	-	1.89	-	-	2.34
Cash and cash equivalents	(a)		-	-	8.26	-	-	11.18
Other bank balances	(a)		-	-	0.50	-	-	0.59
Other financial assets	(a, b)		-	-	17.27	-	-	16.63
<b>Total financial assets</b>			-	<b>0.47</b>	<b>2,749.39</b>	-	<b>0.47</b>	<b>2,231.12</b>
<b>Financial liabilities</b>								
Non-current borrowings (including other current maturities)	(c)	3	-	-	371.60	-	-	974.99
Current borrowings	(a)		-	-	1325.65	-	-	486.18
Trade payables	(a)		-	-	1,726.73	-	-	2,727.24
Other financial liabilities	(a)		-	-	909.88	-	-	652.04
<b>Total financial liabilities</b>			-	-	<b>4,333.86</b>	-	-	<b>4,840.45</b>

**Note:**

- (a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.
- (b) Fair value of non-current financial assets and liabilities has not been disclosed as there is no significant differences between carrying value and fair value.

**Notes to the financial statements for the year ended 31 March 2023**

(c) Fair value of non-current borrowings as below:

Particulars	Level	Fair value (₹ in million)	
		31 March 2023	31 March 2022
Borrowings (including other current maturities)*	3	371.60	979.30
		<b>371.60</b>	<b>979.30</b>

\* The fair value of other borrowings is based upon a discounted cash flow analysis that used the aggregate cash flows from principal and finance costs over the life of the debt and current market interest rates.

(d) The fair value is determined by using the valuation model/technique with observable/non-observable inputs and assumptions.

There are no transfers between Level 1, Level 2 and Level 3 during the years ended 31 March 2023 and 31 March 2022.

Reconciliation of Level 1 fair value measurement:

Particulars	Fair value (₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance	0.47	0.48
Additional investments	-	-
Loss recognized in other comprehensive income	-	(0.01)
Sale of investments	-	-
<b>Closing balance</b>	<b>0.47</b>	<b>0.47</b>

**Notes to the financial statements for the year ended 31 March 2023**

**34. Financial risk management**

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company, through three layers of defence namely policies and procedures, review mechanism and assurance aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Audit committee of the Board with top management oversee the formulation and implementation of the risk management policies. The risk are identified at business unit level and mitigation plan are identified, deliberated and reviewed at appropriate forums.

The Company has exposure to the following risks arising from financial instruments:

- credit risk [see(i)];
- liquidity risk [see(ii)]; and
- market risk [see(iii)].

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments.

The carrying amount of financial assets represents the maximum credit exposure.

**Trade receivables and other financial assets**

The Company has established a credit policy under which new customer is analysed individually for credit worthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

**Expected credit loss for trade receivables:**

Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. The balance past due for more than 6 months (net of expected credit loss allowance) is ₹ 14.53 million (Previous Year: ₹ 1.95 million).

Movement in the expected credit loss is as follows:

	(₹ in million)	
Particulars	31 March 2023	31 March 2022
Balance at the beginning of the year	39.26	35.60
Add: Provided during the year (net of reversal)	0.42	5.09
Less Amount written off/adjusted	0.05	1.43
Balance at the end of the year	39.63	39.26

The ageing of trade receivables as on balance sheet date is given below. The age analysis has been considered from the due date.

As at 31 March 2023:

	(₹ in million)						
Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good	2,452.42	254.52	14.19	-	-	-	2,721.13
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	0.68	4.18	2.11	1.23	8.20
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	0.00
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	1.02	2.86	3.47	4.21	20.21	31.77
<b>Total</b>	2,452.42	255.54	17.73	7.65	6.32	21.44	2,761.10
Less: Allowance for credit impaired balances	-	1.02	3.20	7.65	6.32	21.44	39.63
<b>Total</b>	2,452.42	254.52	14.53	-	-	-	2,721.47



Notes to the financial statements for the year ended 31 March 2023

As at 31 March 2022:							(₹ in million)
Particulars	Not due	Up to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>							
Considered good credit risk	2,030.85	167.25	1.11	-	-	-	2,199.21
Credit impaired	-	-	1.11	5.26	0.75	0.71	7.83
<b>Disputed</b>							
Considered good credit risk	-	0.33	0.84	-	-	-	1.17
Credit impaired	-	-	0.84	3.13	4.06	23.40	31.43
<b>Total</b>	<b>2,030.85</b>	<b>167.58</b>	<b>3.90</b>	<b>8.39</b>	<b>4.81</b>	<b>24.11</b>	<b>2,239.64</b>
Less: Allowance for credit impaired balances	-	-	1.95	8.39	4.81	24.11	39.26
<b>Total</b>	<b>2,030.85</b>	<b>167.58</b>	<b>1.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,200.38</b>

*Expected credit loss on financial assets other than trade receivables:*

With regard to all financial assets with contractual cash flows, other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on Balance Sheet.

**ii. Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short-term and long-term liquidity requirements. Short term liquidity situation is reviewed daily by the Treasury. Longer term liquidity position is reviewed on a regular basis by the Company's Board of Directors and appropriate decisions are taken according to the situation.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

As at 31 March 2023	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Borrowings (1)	1,697.25	1,697.25	1,461.10	236.15
Trade payables	1,726.73	1,726.73	1,726.73	-
Other financial liabilities	909.88	909.88	648.52	261.36

As at 31 March 2022	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
<b>Non-derivative financial liabilities</b>				
Borrowings (1)	1,461.17	1,465.48	910.87	554.61
Trade payables	2,727.24	2,727.24	2,727.24	-
Other financial liabilities	652.04	652.04	563.45	88.59

(1) Carrying amount presented as net of unamortized transaction cost.

**iii. Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Currency risk**

Foreign currency is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has obtained foreign currency borrowing and has foreign currency trade payable and trade receivable and is therefore, exposed to foreign currency risk.

**Notes to the financial statements for the year ended 31 March 2023**

**Exposure to currency risk**

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

(₹ in million)

Particulars	31 March 2023		31 March 2022	
	USD	EUR	USD	EUR
Trade receivable	414.36	136.17	509.84	124.76
Trade payables	(597.79)	(10.47)	(1,637.36)	(10.36)
<b>Net exposure</b>	<b>(183.43)</b>	<b>125.70</b>	<b>(1,127.52)</b>	<b>114.40</b>

**Sensitivity analysis**

A reasonable possible strengthening/ weakening of the EUR, USD currencies at year end would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in million)

Particulars	Profit or loss (before tax)	
	Strengthening	Weakening
<b>31 March 2023</b>		
USD (1% movement)	(1.83)	1.83
EUR (1% movement)	1.26	(1.26)
<b>31 March 2022</b>		
USD (1% movement)	(11.28)	11.28
EUR (1% movement)	1.14	(1.14)

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in INR and USD with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

**Exposure to interest rate risk**

The interest rate profile of the Company's interest bearing financial instruments as reported to the management of the Company is as follows:

The following table provides a break-up of the Company's fixed and floating rate borrowings:

(₹ in million)

Particulars	As at	As at
	31 March 2023	31 March 2022
Fixed-rate borrowings	-	2.20
Floating rate borrowings	1,697.25	1,463.28
<b>Total borrowings (gross of transaction costs)</b>	<b>1,697.25</b>	<b>1,465.48</b>

The sensitivity analysis below have been determined based on the exposure to interest rates for floating rate liabilities assuming the amount of the liability outstanding at the year-end was outstanding for the whole year.

If interest rates had been 25 basis points higher/ lower and all other variables were held constant, the Company's profit for the year ended 31 March 2023 would decrease / increase by ₹ 4.24 million (Previous Year: ₹ 3.66 million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

**Notes to the financial statements for the year ended 31 March 2023**

**35. Capital management**

**Risk management**

The Company's objectives when managing capital are to:

- safeguarding their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

'Net Debt' (total borrowings net of cash and cash equivalents, other bank balances and current investments) divided by 'Total Equity' (as shown in the Balance sheet).

The gearing ratios were as follows:

Particulars	(₹ in million)	
	As at 31 March 2023	As at 31 March 2022
Total borrowings [Refer note 15 (a) & 15 (c)]	1,697.25	1,461.17
Less: Cash and cash equivalents [Refer note 13 (a)]	8.26	11.18
Less: Other bank balances [Refer note 13 (b)]	0.50	0.59
Less: Current investments (Refer note 11)	0.47	0.47
Net debt	1,688.02	1,448.93
Total equity [Refer note 14 & 14 (a)]	2,016.09	1,474.18
<b>Gearing ratio</b>	<b>0.84</b>	<b>0.98</b>

No Changes were made in the objective, policies or process for managing capital during the years 31 March 2023 and 31 March 2022.

**Notes to the financial statements for the year ended 31 March 2023**

36. Changes in financial liabilities arising from financing activities						
For the year ended 31 March 2023:						
Particulars	As at 31 March 2022	Receipt	Repayment	Transaction cost	Others	As at 31 March 2023 (₹ in million)
Long term borrowings from banks	974.99	199.50	(582.20)	4.31	(225.00)	371.60
Long term borrowings from others	-	-	-	-	-	-
Short term borrowings from banks	483.98	616.67	-	-	225.00	1325.65
Short term borrowings from others	2.20	100.00	(102.20)	-	-	-
<b>Total</b>	<b>1,461.17</b>	<b>916.17</b>	<b>(684.40)</b>	<b>4.31</b>	<b>-</b>	<b>1,697.25</b>
For the year ended 31 March 2022:						
Particulars	As at 31 March 2021	Receipt	Repayment	Transaction cost	Others	As at 31 March 2022 (₹ in million)
Long term borrowings from banks	931.13	345.55	(307.50)	5.81	-	974.99
Long term borrowings from others	58.20	-	(58.20)	-	-	-
Short term borrowings from banks	392.26	91.72	-	-	-	483.98
Short term borrowings from others	12.10	-	(9.90)	-	-	2.20
<b>Total</b>	<b>1,393.69</b>	<b>437.27</b>	<b>(375.60)</b>	<b>5.81</b>	<b>-</b>	<b>1,461.17</b>

**Notes to the financial statements for the year ended 31 March 2023**

**37. Segment information**

**Business Segment**

The CEO and Whole-time Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108 "Operating Segments". Operating Segments have been defined and presented based on the regular review by the CODM to assess the performance of each segment and to make decision about allocation of resources. Accordingly, the Company has determined reportable segments by the nature of its products and services, which are as follows:

- a. **Performance Polymers:** Adhesives & Wood Finishes, Sulphuric Acid, Food Polymer (Solid PVA) and Latex
- b. **Agri Products:** Single Super Phosphate and Agro Chemicals for Crop Products

There are no separate reportable geographical segment in accordance with the requirement of Ind AS 108 "Operating Segments".

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

No operating segments have been aggregated to from the above reportable operating segments.

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and not allocable to segments on reasonable basis have been included under 'unallocable revenue/ expenses/ assets/ liabilities'.

Finance costs and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a Company basis.

Borrowings, current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a Company basis.

(₹ in million)

Particulars	For the year ended 31 March 2023			For the year ended 31 March 2022		
	Total segment revenue	Inter-segment revenue	Revenue from external customers	Total segment revenue	Inter-segment revenue	Revenue from external customers
<b>REVENUE</b>						
Performance Polymers	9,296.44	351.91	8,944.53	7,079.59	369.96	6,709.63
Agri Products	5,420.96	-	5,420.96	4,842.03	-	4,842.03
<b>Total segment revenue</b>	<b>14,717.40</b>	<b>351.91</b>	<b>14,365.49</b>	<b>11,921.62</b>	<b>369.96</b>	<b>11,551.66</b>

(₹ in million)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>RESULT</b>		
Performance Polymers	707.38	440.82
Agri Products	388.06	639.24
<b>Total Segment</b>	<b>1,095.44</b>	<b>1080.06</b>
Un-allocated corporate expenses (net of un-allocable income)	186.58	182.63
Finance costs	193.97	146.73
<b>Profit before tax</b>	<b>714.89</b>	<b>750.70</b>
Tax expense	186.33	183.89
<b>Profit for the year</b>	<b>528.56</b>	<b>566.81</b>

Notes to the financial statements for the year ended 31 March 2023

(₹ in million)

Particulars	Segment Assets		Segment Liabilities	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Performance Polymers	3,557.06	3,520.58	1,690.91	1,877.20
Agri Products	2,794.11	2,738.49	1,082.12	1,782.46
<b>Segment Total</b>	<b>6,351.17</b>	<b>6,259.07</b>	<b>2,773.03</b>	<b>3,659.66</b>
Un-allocated corporate assets/ liabilities	236.27	147.17	253.17	149.70
<b>Total</b>	<b>6,587.44</b>	<b>6,406.24</b>	<b>3,026.20</b>	<b>3,809.36</b>
Deferred tax asset/ liabilities	152.10	338.47	-	-
Borrowings (including other current maturities)	-	-	1,697.25	1,461.17
<b>Total assets/ liabilities</b>	<b>6,739.54</b>	<b>6,744.71</b>	<b>4,723.45</b>	<b>5,270.53</b>

Other information

(₹ in million)

Particulars	Capital Expenditure		Depreciation/ amortization	
	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
Performance Polymers	133.31	182.01	68.87	56.64
Agri Products	36.57	53.26	44.94	45.65
Un-allocated	20.55	12.65	28.23	24.51
<b>Total</b>	<b>190.43</b>	<b>247.92</b>	<b>142.04</b>	<b>126.80</b>



Notes to the financial statements for the year ended 31 March 2023

38. Related party disclosures

1. Holding company and Fellow subsidiary company

Holding Company: Jubilant Industries Limited

Fellow Subsidiary Company: Jubilant Industries Inc. USA

2. Enterprises in which certain key management personnel are interested

Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Jubilant Life Sciences (USA) Inc. USA, Jubilant Generics Limited, Jubilant Enpro (P) Limited, J Sagar & Associates.

3. Key management personnel (KMP)

Mr. Manu Ahuja (CEO and Whole-time Director), Mr. Umesh Sharma (Chief Financial Officer), Mr. Priyavrat Bhartia (Director), Mr. Shamit Bhartia (Director), Ms. Shivpriya Nanda (Director) and Mr. Radhey Shyam Sharma (Director) and Mr. Ravinder Pal Sharma (Director).

4. Others

Pace Marketing Specialties Limited Officer's Superannuation Scheme (Trust), VAM Employees Provident Fund Trust, Jubilant Bhartia Foundation.

5. Details of related party transactions (at arm length):

31 March 2023							(₹ in million)
Sr. No.	Particulars	Holding company	Fellow subsidiary company	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	<b>Sale of goods, utilities and services:</b>						
	Jubilant Industries Inc. USA	-	1039.58	-	-	-	1,039.58
	Jubilant Ingrevia Limited	-	-	181.93	-	-	181.93
		-	<b>1,039.58</b>	<b>181.93</b>	-	-	<b>1,221.51</b>
2	<b>Purchase of goods, utilities and services:</b>						
	Jubilant Pharmova Limited	-	-	33.03	-	-	33.03
	Jubilant Ingrevia Limited	-	-	253.23	-	-	253.23
	Jubilant Enpro (P) Limited	-	-	0.08	-	-	0.08
		-	-	<b>286.34</b>	-	-	<b>286.34</b>
3	<b>Rent expenses:</b>						
	Jubilant Pharmova Limited	-	-	4.98	-	-	4.98
	Jubilant Ingrevia Limited	-	-	5.52	-	-	5.52
		-	-	<b>10.50</b>	-	-	<b>10.50</b>
4	<b>Interest expenses on inter-corporate loan:</b>						
	Jubilant Enpro (P) Limited	-	-	3.14	-	-	3.14
	Jubilant Industries Limited	0.02	-	-	-	-	0.02
		<b>0.02</b>	-	<b>3.14</b>	-	-	<b>3.16</b>
5	<b>Transfer out of employee related liabilities on transfer of employees:</b>						
	Jubilant Ingrevia Limited	-	-	0.57	-	-	0.57
	Jubilant Bhartia Foundation	-	-	-	-	0.33	0.33
			-	-	<b>0.57</b>	-	<b>0.33</b>
6	<b>Remuneration (including perquisites):</b>						
	Manu Ahuja (Whole-time Director)	-	-	-	66.17	-	66.17
	Umesh Sharma (Chief Financial Officer)	-	-	-	14.74	-	14.74
		-	-	-	<b>80.91</b>	-	<b>80.91</b>
7	<b>Sitting fees:</b>						
	Shivpriya Nanda (Director)	-	-	-	0.40	-	0.40
	Radhey Shyam Sharma (Director)	-	-	-	0.60	-	0.60
	Ravinder Pal Sharma (Director)	-	-	-	0.63	-	0.63
		-	-	-	<b>1.63</b>	-	<b>1.63</b>
8	<b>Contribution towards superannuation fund:</b>						
	Pace Marketing Specialties Limited Officer's Superannuation	-	-	-	-	0.91	0.91
		-	-	-	-	<b>0.91</b>	<b>0.91</b>

Notes to the financial statements for the year ended 31 March 2023

31 March 2023							(₹ in million)
Sr. No.	Particulars	Holding company	Fellow subsidiary company	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
9	<b>CSR Expenses:</b>						
	Jubilant Bhartia Foundation	-	-	-	-	7.85	7.85
		-	-	-	-	7.85	7.85
10	<b>Recovery of expenses:</b>						
	Jubilant Pharmova Limited	-	-	0.01	-	-	0.01
	Jubilant Ingrevia Limited	-	-	0.01	-	-	0.01
	Jubilant Bhartia Foundation	-	-	-	-	0.01	0.01
		-	-	0.02	-	0.01	0.03
11	<b>Reimbursement of expenses:</b>						
	Jubilant Enpro (P) Limited	-	-	2.41	-	-	2.41
		-	-	2.41	-	-	2.41
12	<b>Inter-corporate loan taken:</b>						
	Jubilant Enpro (P) Limited	-	-	100.00	-	-	100.00
		-	-	100.00	-	-	100.00
13	<b>Repayment of inter-corporate loan taken:</b>						
	Jubilant Industries Limited	2.20	-	-	-	-	2.20
	Jubilant Enpro (P) Limited	-	-	100.00	-	-	100.00
		2.20	-	100.00	-	-	102.20
14	<b>Trade payables:</b>						
	Jubilant Pharmova Limited	-	-	8.36	-	-	8.36
	Jubilant Ingrevia Limited	-	-	38.34	-	-	38.34
		-	-	46.70	-	-	46.70
15	<b>Trade receivables:</b>						
	Jubilant Ingrevia Limited	-	-	0.08	-	-	0.08
	Jubilant Industries Inc. USA	-	219.76	-	-	-	219.76
		-	219.76	0.08	-	-	219.84
16	<b>Equity share capital held by:</b>						
	Jubilant Industries Limited	56.09	-	-	-	-	56.09
		56.09	-	-	-	-	56.09
17	<b>Financial guarantee received from and outstanding at the end of the year:</b>						
	Jubilant Industries Limited	2,711.80	-	-	-	-	2,711.80
		2,711.80	-	-	-	-	2,711.80
31 March 2022							(₹ in million)
Sr. No.	Particulars	Holding company	Fellow subsidiary company	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	<b>Sale of goods, utilities and services:</b>						
	Jubilant Industries Inc. USA	-	883.06	-	-	-	883.06
	Jubilant Ingrevia Limited	-	-	118.60	-	-	118.60
		-	883.06	118.60	-	-	1001.66
2	<b>Purchase of goods, utilities and services:</b>						
	Jubilant Pharmova Limited	-	-	24.93	-	-	24.93
	Jubilant Generics Limited	-	-	6.05	-	-	6.05
	Jubilant Ingrevia Limited	-	-	246.20	-	-	246.20
	Jubilant Industries Limited	1.12	-	-	-	-	1.12
	J Sagar & Associates	-	-	0.15	-	-	0.15
		1.12	-	277.33	-	-	278.45
3	<b>Rent expenses:</b>						
	Jubilant Pharmova Limited	-	-	9.27	-	-	9.27
	Jubilant Ingrevia Limited	-	-	6.03	-	-	6.03
		-	-	15.30	-	-	15.30

Notes to the financial statements for the year ended 31 March 2023

31 March 2022

(₹ in million)

Sr. No.	Particulars	Holding company	Fellow subsidiary company	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
4	<b>Interest expenses on inter-corporate loan:</b>						
	Jubilant Enpro (P) Limited	-	-	4.68	-	-	4.68
	Jubilant Industries Limited	0.85	-	-	-	-	0.85
		<b>0.85</b>	<b>-</b>	<b>4.68</b>	<b>-</b>	<b>-</b>	<b>5.53</b>
5	<b>Transfer out of employee related liabilities on transfer of</b>						
	Jubilant Ingrevia Limited	-	-	0.39	-	-	0.39
		<b>-</b>	<b>-</b>	<b>0.39</b>	<b>-</b>	<b>-</b>	<b>0.39</b>
6	<b>Remuneration (including perquisites):</b>						
	Manu Ahuja (Whole-time Director)	-	-	-	50.38	-	50.38
	Umesh Sharma (Chief Financial Officer)	-	-	-	15.35	-	15.35
		<b>-</b>	<b>-</b>	<b>-</b>	<b>65.73</b>	<b>-</b>	<b>65.73</b>
7	<b>Sitting fees:</b>						
	Shivpriya Nanda (Director)	-	-	-	0.35	-	0.35
	Radhey Shyam Sharma (Director)	-	-	-	0.38	-	0.38
	Ravinder Pal Sharma (Director)	-	-	-	0.40	-	0.40
		<b>-</b>	<b>-</b>	<b>-</b>	<b>1.13</b>	<b>-</b>	<b>1.13</b>
8	<b>Contribution towards provident fund:</b>						
	VAM Employees Provident Fund Trust	-	-	-	-	36.56	36.56
		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36.56</b>	<b>36.56</b>
9	<b>Contribution towards superannuation fund:</b>						
	Pace Marketing Specialties Limited Officer's Superannuation Scheme Trust	-	-	-	-	1.06	1.06
		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.06</b>	<b>1.06</b>
10	<b>CSR Expenses</b>						
	Jubilant Bhartia Foundation	-	-	-	-	2.79	2.79
		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.79</b>	<b>2.79</b>
11	<b>Repayment of inter-corporate loan taken:</b>						
	Jubilant Industries Limited	9.90	-	-	-	-	9.90
	Jubilant Enpro (P) Limited	-	-	58.20	-	-	58.20
		<b>9.90</b>	<b>-</b>	<b>58.20</b>	<b>-</b>	<b>-</b>	<b>68.10</b>
12	<b>Trade payables:</b>						
	Jubilant Industries Limited	1.12	-	-	-	-	1.12
	Jubilant Ingrevia Limited	-	-	44.90	-	-	44.90
		<b>1.12</b>	<b>-</b>	<b>44.90</b>	<b>-</b>	<b>-</b>	<b>46.02</b>
13	<b>Loan payable:</b>						
	Jubilant Industries Limited	2.20	-	-	-	-	2.20
		<b>2.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.20</b>
14	<b>Interest payable:</b>						
	Jubilant Industries Limited	0.14	-	-	-	-	0.14
		<b>0.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.14</b>
15	<b>Other payables:</b>						
	Jubilant Pharmova Limited	-	-	18.14	-	-	18.14
	Jubilant Generics Limited	-	-	5.47	-	-	5.47
		<b>-</b>	<b>-</b>	<b>23.61</b>	<b>-</b>	<b>-</b>	<b>23.61</b>
16	<b>Trade receivables:</b>						
	Jubilant Ingrevia Limited	-	-	0.74	-	-	0.74
	Jubilant Industries Inc. USA	-	305.90	-	-	-	305.90
		<b>-</b>	<b>305.90</b>	<b>0.74</b>	<b>-</b>	<b>-</b>	<b>306.64</b>

Notes to the financial statements for the year ended 31 March 2023

31 March 2022

(₹ in million)

Sr. No.	Particulars	Holding company	Fellow subsidiary company	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
17	<b>Other receivables:</b>						
	Jubilant Ingrevia Limited	-	-	4.18	-	-	4.18
		-	-	4.18	-	-	4.18
18	<b>Equity share capital held by:</b>						
	Jubilant Industries Limited	56.09	-	-	-	-	56.09
		56.09	-	-	-	-	56.09
19	<b>Financial guarantee received from and outstanding at the end of the year:</b>						
	Jubilant Industries Limited	2,879.65	-	-	-	-	2,879.65
		2,879.65	-	-	-	-	2,879.65

Note: Transactions are shown inclusive of GST, wherever applicable.

Notes to the financial statements for the year ended 31 March 2023

39. Contingent Liabilities & Commitments (to the extent not provided for)

A) Guarantees:

Outstanding guarantees furnished by banks on behalf of the Company/by the Company including in respect of letters of credit is ₹ 877.69 million (Previous Year: ₹ 580.07 million).

B) Claims against Company not acknowledged as debt\*:

Claims/Demands in respect of which proceeding or appeals are pending and are not acknowledged as debts on account of:

Particulars	(₹ in million)	
	As at 31 March 2023	As at 31 March 2022
Sales tax	1.75	1.75
Service tax	1.18	1.18
GST	0.23	0.39
Others	77.76	73.35

\* Inclusive of contingent liabilities taken over in term of the Business Transfer Agreement and Scheme of Arrangement. Certain of the above demands are still in the name of Jubilant Industries Limited/ Jubilant Pharmova Limited.

ii) A civil suit (OS No. 5549/2013) has been filed by Kids Kemp (the lessor) against Food Express Stores and the Company, and the same is pending before the City Civil Court Bangalore. Part of the claims were settled by means of a compromise petition between the parties and the remaining claims amounting to ₹ 23.10 million (Previous Year: ₹ 23.10 million) relate to claims for past periods. The company has filed detailed statement of objections and is strongly contesting the claims on a number of grounds, including that a significant part of the claims is barred by the law of limitation. The Company is reasonably confident that its position will be upheld by the court. Hence, no liability is acknowledged. This relates to the Retail business which has been sold out.

iii) Another suit (OS No. 5561/2014) is pending before the City Civil Court, Bangalore and has been filed against the company by Shivashakti Builders (the lessor) amounting to ₹ 218.86 million (Previous Year: ₹ 218.86 million). The matter relates to damages allegedly suffered by the plaintiff due to the termination of a lease arrangement by the Company. The Company has filed detailed objections to the plaint and has explained the reasons as to why it terminated the lease arrangement. The matter is pending in trial and the company is reasonably confident of its chances of success in this matter. This relates to Retail business which has been sold out.

40. Commitments as at year end

a) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 54.68 million (Previous Year: ₹ 11.67 million) [Advances ₹ 8.03 million (Previous Year: ₹ 2.80 million)].

b) Other commitments

Export obligation under Advance License Scheme on duty free import of raw materials, remaining outstanding ₹ 1,161.13 million (Previous Year: ₹ 1,212.04 million)

41. Auditors remuneration:

	(₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Audit fee	0.81	0.81
Limited review	0.83	0.82
Other certifications	0.40	0.21
Out of pocket expenses	0.38	0.15
<b>Total</b>	<b>2.42</b>	<b>1.99</b>

42. Leases

Particulars	(₹ in million)	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Lease liabilities at the beginning of the year	53.52	66.97
Add: Additions during the year	209.00	10.62
Add/(Less): Adjustments on account of extension/termination during the year	(19.25)	(1.50)
Less: Payments on account of lease liabilities during the year	22.52	22.57
Lease liabilities at the end of the year	<b>220.75</b>	<b>53.52</b>

Notes to the financial statements for the year ended 31 March 2023

Carrying value of assets					(₹ in million)
Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022		
	Land & Buildings	Others	Land & Buildings	Others	
Balance at the beginning of the year	41.89	6.90	52.02	9.34	
Add: Additions during the year	191.40	17.60	9.60	1.02	
Add/(Less): Adjustments on account of extension/termination	(13.82)	(3.41)	(1.50)	-	
Less: Amortization during the year	25.65	4.06	18.23	3.46	
Balance at the end of the year	193.82	17.03	41.89	6.90	

Maturity analysis of lease liabilities				(₹ in million)
Maturity analysis- contractual undiscounted cash flows		As at 31 March 2023	As at 31 March 2022	
Less than one year		43.73	24.39	
One to five years		133.89	25.39	
More than five years		263.99	146.00	
<b>Total undiscounted lease liabilities</b>		<b>441.61</b>	<b>195.78</b>	
Current lease liabilities		26.76	19.88	
Non-current lease liabilities		193.99	33.64	

Amount recognized in Statement of profit and loss				(₹ in million)
Particulars	For the year ended		For the year ended	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Interest on lease liabilities	15.60	6.37		
Expenses related to short-term leases	25.71	17.18		
Gain on termination of lease	2.02	-		
Amortization of right of use assets	29.71	21.69		

Amount recognized in statement of cash flows				(₹ in million)
Particulars	For the year ended		For the year ended	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Total cash outflows for leases	38.12	28.94		

43. The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the specified domestic transactions entered into with the specified persons and the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence before the due date of filing of income tax return. The management is of the opinion that its specified domestic transactions and international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.



Notes to the financial statements for the year ended 31 March 2023

**44. Other Statutory Information**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (v) The Company has not revalued any of its Property, Plant and Equipment during the year.

**(vi) Micro, small and medium enterprises**

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the end of the year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	(₹ in million)	
	As at 31 March 2023	As at 31 March 2022
The principal amount remaining unpaid to any supplier as at the end of the year	181.28	165.73
The interest due on principal amount remaining unpaid to any supplier as at the end of the year	-	-
The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act	-	-

**(vii) Transactions with Struck off Companies**

The transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 are as under:

**For the year/As at March 31 2023:**

(₹ in million)

Name of struck off company	Nature of transactions	Amount of transactions	Balance outstanding	Relationship with struck off company
Tube Trading Private Limited	Payable	-	0.71	External Vendor

**For the year/As at March 31 2022:**

(₹ in million)

Name of struck off company	Nature of transactions	Amount of transactions	Balance outstanding	Relationship with struck off company
Orion Technologies Private Limited	Payable	-	0.05	External Vendor

**(viii) CSR expenses**

Expenditure related to corporate social responsibility as per section 135 of the Companies Act, 2013, read with Schedule VII, thereof is tabulated as under:

	(₹ in million)	
	As at 31 March 2023	As at 31 March 2022
Amount required to be spent by the Company during the year	7.85	2.79
Amount of expenditure incurred	7.85	2.79
Shortfall at the end of the year	-	-
Total of Previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Health, Education & Livelihood	Education & Livelihood
Details of related party transactions*	7.85	2.79

\* The Group has established an Organisation for CSR activities namely Jubilant Bhartia Foundation and the Company contribute their amount to the same.

Notes to the financial statements for the year ended 31 March 2023

45. Ratio

Sr. No.	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	Change	Reason for change
a)	Current Ratio (number of times) [Current assets / Current Liabilities]	1.17	1.07	8.95%	
b)	Debt - Equity Ratio (number of times)  [Total Debt <sup>(i)</sup> /Shareholders' Equity <sup>(ii)</sup> ]	0.84	0.99	-15.07%	Due to increase in share holders' equity and change in borrowings
c)	Debt Service Coverage Ratio (number of times)  [Earnings available for debt service <sup>(iii)</sup> /Debt service <sup>(iv)</sup> ]	1.11	1.75	-36.72%	Due to increase in repayments in borrowings
d)	Return on Equity (number of times) [Net profit after tax/Average shareholders' equity]	0.30	0.48	36.50%	Due to increase in share holders' equity
e)	Inventory Turnover Ratio (number of times) [Raw material consumed <sup>(v)</sup> /Average inventory <sup>(vi)</sup> ]	4.93	4.94	-0.20%	
f)	Trade Receivables Turnover Ratio (number of times)  [Revenue from operations/Average trade receivables]	5.84	6.90	-15.45%	Due to increase in trade receivables
g)	Trade Payables Turnover Ratio (number of times)  [Cost of materials consumed <sup>(vii)</sup> / Average trade payables]	4.35	3.85	13.04%	Due to decrease in trade payables
h)	Net Capital Turnover Ratio (number of times)  [Revenue from operations/Working capital]	13.91	22.30	37.60%	Due to increase in trade receivables and decrease in trade payables
i)	Net Profit Ratio (%) [Net profit after tax/Revenue from operations]	0.04	0.05	25.01%	Due to higher input cost
j)	Return on Capital Employed (number of times)  [Profit before interest and tax/Capital employed <sup>(viii)</sup> ]	0.26	0.35	-26.15%	Due to increase in capital employed
k)	Return on Investments (number of times)  [Net profit after tax/Average investments]	-	-	-	Company carry a nominal amount of investment

Notes:

- i Total debts includes non-current and current borrowings.
- ii Equity = Equity share capital + Other equity.
- iii Earning available for debt service = Net profit after taxes + Depreciation and amortization + Interest + Employee share-based payment expenses + adjustment of profit/(loss) on sale of property, plant & equipment and property, plant & equipment written off.
- iv Debt Service = Interest + Lease payments + Principal repayment of non-current borrowings .
- v Raw material consumed includes Cost of material consumed, Purchase of stock-in-trade and changes in inventories of finished goods. Stock-in-trade and work-in-progress.
- vi Inventory includes Raw materials (including goods-in-transit), Work-in-progress, Finished goods, Stock-in-trade, Stores and spares (including goods-in-transit), Fuel and packing materials.
- vii Includes Cost of material consumed and Purchase of stock-in-trade.
- viii Capital employed includes Shareholders' Equity, non-current borrowings, current borrowings and adjustment of Deferred Tax Assets.

**Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)**

**Notes to the financial statements for the year ended 31 March 2023**

**46. Earnings per share (EPS)**

Particulars		For the year ended 31 March 2023	For the year ended 31 March 2022
I Profit computation for basic & diluted earnings per share of ₹ 10/- each			
Net profit/(loss) as per Statement of Profit & Loss available for equity shareholders	₹ in million	528.56	566.81
II Weighted average number of equity shares for earnings per share computation			
(A) For basic earnings per share	Nos	56,08,552	56,08,552
(B) For diluted earnings per share	Nos	56,08,552	56,08,552
III Earnings per share			
Basic	₹	94.24	101.06
Diluted	₹	94.24	101.06

47. Previous year figures have been re-grouped and re-arranged where ever necessary to conform current year's classification.

The accompanying notes "1" to "47" form an integral part of the financial statements.

In terms of our report of even date.

**For BGJC & Associates LLP**  
Chartered Accountants  
Firm Registration Number : 003304N/N500056

Sd/-  
**Pranav Jain**  
Partner  
Membership No.098308

For and on behalf of the Board of Jubilant Agri and Consumer Products Limited

Sd/-  
**Umesh Sharma**  
Chief Financial Officer

Sd/-  
**Priyavrat Bhartia**  
Director  
DIN: 00020603

Place: New Delhi  
Date: 25 May, 2023

Place: Gurugram  
Date: 25 May, 2023

Sd/-  
**Manu Ahuja**  
CEO & Whole-time Director  
DIN: 05123127

**Independent auditor's certificate on the proposed accounting treatment included in the Composite Scheme of Arrangement pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021 ('Master Circular'), sections 230 to 232 of the Companies Act, 2013 ('the Act') and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the Rules)**

To  
 The Board of Directors  
 Jubilant Industries Limited  
 Bhartiagram, Gajraula, Amroha,  
 Uttar Pradesh-244223  
 India

1. This Certificate is issued in accordance with the terms of the engagement letter dated 12 July 2022.
2. We, the statutory auditors of Jubilant Industries Limited ("JIL / the Company"), have examined the proposed accounting treatment specified in Clause 11 of Part B of the Composite Scheme of Arrangement, as modified, between HSSS Investment Holding Private Limited ("Amalgamating Company-1"), KBHB Investment Holding Private Limited ("Amalgamating Company-2"), SSBPB Investment Holding Private Limited ("Amalgamating Company-3") (collectively, the "Amalgamating Companies"), JIL and Jubilant Agri and Consumer Products Limited ("Amalgamated Company") and their respective shareholders and creditors (hereinafter referred to as the "Scheme") as approved and modified by the Board of Directors of the Company on August 12, 2022 and March 13, 2023, respectively, in terms of the provisions of the Master Circular, Sections 230 to 232 of the Act and the rules, with reference to its compliance with the Indian accounting standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended and other relevant provisions of the Act (the 'applicable accounting standards') and other generally accepted accounting principles in India.
3. For ease of reference, the extract of clause 11 of Part B of the Scheme duly authenticated on behalf of the Company, is reproduced in Annexure and has been initialed and stamped by us for identification purpose only.

#### Management's Responsibility

4. The responsibility for the preparation of the Scheme, and its compliance with the relevant laws and regulations, including the applicable accounting standards and other generally accepted accounting principles in India, is that of the management/ Board of directors of the respective companies involved.

#### Auditor's Responsibility

5. Our responsibility is to examine and report whether the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that



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 GSTIN: 07AAAFB0028K1ZW

are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

6. We have examined Independent Auditors' Report issued by the statutory auditor of Amalgamating Company-1, Amalgamating Company-2 and Amalgamating Company-3.
7. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Conclusion

9. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment specified in Clause 11 of Part B of the Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

#### Restriction on Use

10. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the NSE, BSE Limited, National Company Law Tribunal ('NCLT') or SEBI, as the case may be. This Certificate should not be used for any other purpose without our prior written consent.

#### For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number.: 003304N/N500056

**Pranav Jain**

Partner

Membership Number: 098308



UDIN: 2309830884 VLO X 8 219

Date: 13 March 2023

Place: New Delhi

Relevant Extract of Composite Scheme of Arrangement, as modified, ("Scheme") between HSSS Investment Holding Private Limited ("Amalgamating Company-1"), KBHB Investment Holding Private Limited ("Amalgamating Company-2"), SSBPB Investment Holding Private Limited ("Amalgamating Company-3") (collectively, the "Amalgamating Companies"), 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. The Scheme provides for the amalgamation of the Amalgamating Companies into JIL, on a going concern basis ("Amalgamation-1"), which is dealt with under Part B of the Scheme, as modified; and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis ("Amalgamation-2"), which is dealt with under Part C of the Scheme, as modified.

**11. Accounting treatment in the books of JIL**

11.1 Pursuant to Part B of this Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, JIL shall account for the amalgamation of the Amalgamating Companies with JIL in its books of accounts in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) JIL shall record the Assets and Liabilities, of the Amalgamating Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Amalgamating Companies;
- (ii) JIL shall aggregate all the reserves (general reserves, free reserves, capital reserves, securities premium or reserves of any other nature), if any, vested in it pursuant to the amalgamation of the Amalgamating Companies with and into JIL at their respective book values as specified in the books of accounts of the Amalgamating Companies and shall treat such reserves in its books of accounts in the same manner as it treats its own reserves;
- (iii) JIL shall issue and allot its equity shares to the shareholders of the Amalgamating Companies in accordance with Clause 10.2 of Part B of this Scheme. With respect to the Amalgamation-1 Shares issued by JIL, the share capital account of JIL would be credited with the aggregate face value of the equity shares issued by it;
- (iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, if any, between the Amalgamating Companies and JIL shall stand cancelled;

*U. Srivastava*

**A Jubilant Bhartia Company**

**OUR VALUES**



**Jubilant Industries Limited**  
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 Fax: +91 120 7186140  
 www.jubilantindustries.com

Regd Office:  
 Bhartiagram, Gauraha,  
 Distt. Amroha-244 223  
 UP, India  
 CIN: L24100UP2007PLC032001  
 Email: investorsjil@jubl.com







- (v) The difference between the book value of Assets, Liabilities, reserves as reduced by the face value of the equity shares issued by JIL and after considering the cancellation of inter-company balances in accordance with Clause 11.1(iv) above, shall be recorded within “Other Equity” of JIL; and
- (vi) In case of any difference in the accounting policies between the Amalgamating Companies and JIL, the impact, if any of the same will be quantified and adjusted in the “Other Equity” of JIL to ensure that the financial statements of JIL reflect the financial position on the basis of consistent accounting policy.

**For Jubilant Industries Limited**

**Umesh Sharma**  
**Chief Financial Officer**



Date: March 13, 2023

**Independent auditor's certificate on the proposed accounting treatment included in the Composite Scheme of Arrangement pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ('Master Circular'), sections 230 to 232 of the Companies Act, 2013 ('the Act') and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the Rules')**

To  
The Board of Directors  
Jubilant Agri and Consumer Products Limited  
Bhartiagram, Gajraula, Amroha,  
Uttar Pradesh-244223  
India

1. This Certificate is issued in accordance with the terms of the engagement letter dated 12 July 2022.
2. We, the statutory auditors of Jubilant Agri and Consumer Products Limited ("Amalgamated Company / the Company"), have examined the proposed accounting treatment specified in Clause 11 of Part C of the Composite Scheme of Arrangement, as modified, between HSSS Investment Holding Private Limited ("Amalgamating Company-1"), KBHB Investment Holding Private Limited ("Amalgamating Company-2"), SSBPB Investment Holding Private Limited ("Amalgamating Company-3") (collectively, the "Amalgamating Companies"), Jubilant Industries Limited ("JIL") and the Company and their respective shareholders and creditors (hereinafter referred to as the 'Scheme') as approved and modified by the Board of Directors of the Company on August 12, 2022 and March 13, 2023, respectively, in terms of the provisions of the Master Circular, Sections 230 to 232 of the Act and the rules, with reference to its compliance with the Indian accounting standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended and other relevant provisions of the Act (the 'applicable accounting standards') and other generally accepted accounting principles in India.
3. For ease of reference, the extract of clause 11 of Part C of the Scheme duly authenticated on behalf of the Company, is reproduced in Annexure and has been initialed and stamped by us for identification purposes only.

#### **Management's Responsibility**

4. The responsibility for the preparation of the Scheme, and its compliance with the relevant laws and regulations, including the applicable accounting standards and other generally accepted accounting principles in India, is that of the management/ Board of directors of the respective companies involved.

#### **Auditor's Responsibility**

5. Our responsibility is to examine and report whether the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that



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Delhi Gurugram Mumbai Noida Udaipur  
GSTIN: 07AAAFB0028K1ZW

are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

6. We have examined Independent Auditors' Report issued by the statutory auditor of Amalgamating Company-1, Amalgamating Company-2 and Amalgamating Company-3.
7. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Conclusion**

9. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment specified in Clause 11 of Part C of the Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

#### **Restriction on Use**

10. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the NSE, BSE Limited, National Company Law Tribunal ("NCLT") or SEBI, as the case may be. This Certificate should not be used for any other purpose without our prior written consent.

#### **For BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**

Partner

Membership Number: 098308



UDIN: 23098308B9VLOW1877

Date: 13 March 2023

Place: New Delhi



## Annexure (Part C of the Scheme)

Relevant Extract of Composite Scheme of Arrangement, as modified, ("Scheme") between HSSS Investment Holding Private Limited ("Amalgamating Company-1"), KBHB Investment Holding Private Limited ("Amalgamating Company-2"), SSBPB Investment Holding Private Limited ("Amalgamating Company-3") (collectively, the "Amalgamating Companies"), 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. The Scheme provides for the amalgamation of the Amalgamating Companies into JIL, on a going concern basis ("Amalgamation-1"), which is dealt with under Part B of the Scheme, as modified; and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis ("Amalgamation-2"), which is dealt with under Part C of the Scheme, as modified.

### 11. Accounting treatment in the books of Jubilant Agri and Consumer Products Limited

11.1 Pursuant to Part C of this Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation of JIL with and into the Amalgamated Company in its books of accounts in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) The Amalgamated Company shall record the Assets and Liabilities, of JIL vested in it pursuant to this Scheme, at their respective book values as appearing in the books of JIL;
- (ii) The Amalgamated Company shall aggregate all the reserves (general reserves, free reserves, capital reserves, securities premium or reserves of any other nature), if any, vested in it pursuant to the amalgamation of JIL with and into the Amalgamated Company at their respective book values as specified in the books of accounts of JIL and shall treat such reserves in its books of accounts in the same manner as it treats its own reserves;
- (iii) The Amalgamated Company shall issue and allot its equity shares to the shareholders of JIL in accordance with Clause 10.2 of Part C of this Scheme. With respect to the Amalgamation-2 Shares issued by the Amalgamated Company, the share capital account of the Amalgamated Company would be credited with the aggregate face value of the equity shares issued by it;
- (iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, if any, between JIL and the Amalgamated Company shall stand cancelled;

*[Handwritten Signature]*



#### A Jubilant Industries Company

##### OUR VALUES



#### Jubilant Agri and Consumer Products Limited

Plot No 142, Chimes, 3rd Floor, Sector 44,  
Gurugram, Haryana - 122 003, India  
Tel: +91 124 2577229  
www.jacpl.co.in

Regd. Office:  
Bhartiagram, Gajraula  
Distt. Amroha-244 223  
UP, India  
CIN: U52100UP2008PLC035862



- (v) The difference between the book value of Assets, Liabilities, reserves as reduced by the face value of the equity shares issued by the Amalgamated Company and after considering the cancellation of inter-company balances in accordance with Clause 11.1(iv) above, shall be recorded within “Other Equity” of the Amalgamated Company; and
- (vi) In case of any difference in the accounting policies between JIL and the Amalgamated Company, the impact, if any of the same will be quantified and adjusted in the “Other Equity” of the Amalgamated Company to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

**Note: Clause 10.2 of Part C of this Scheme.**

The Amalgamated Company is a wholly owned subsidiary of JIL. In so far as the amalgamation of JIL into the Amalgamated Company is concerned, upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall, without any further application, act, instrument or deed, be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall, without any further act or deed, 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, free from all liens, charges, equitable interests, encumbrances and other third party rights of any nature whatsoever, 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.

**For Jubilant Agri and Consumer Products Limited**

**Umesh Sharma**  
**Chief Financial Officer**



Date: March 13, 2023

## 1. The Pre-arrangement list of shareholders of Amalgamating Company 1 as on March 31, 2023 is as per the table below:

Sr. No.	Particulars	Number of shares	% holding of Pre-Scheme
A	<b>Equity shareholders</b>		
	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
	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
	<b>Total (A)</b>	<b>10,000</b>	<b>100.00</b>
B	<b>7.60 % Non-cumulative Non-convertible Redeemable Preference Shareholders</b>		
	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
	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
	<b>Total (B)</b>	<b>32,40,000</b>	<b>100.00</b>
	<b>Grand Total (A+B)</b>	<b>32,50,000</b>	

Note: \*Post Amalgamation-1, the Amalgamating Company-1 shall stand dissolved pursuant to Part B of the Composite Scheme of Arrangement.

## 2. The Pre-arrangement list of shareholders of Amalgamating Company 2 as on March 31, 2023 is as per the table below:

Sr. No.	Particulars	Number of shares	% holding of Pre-Scheme
A	<b>Equity Shareholders</b>		
	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
	Mr. Hari Shanker Bhartia (Nominee on behalf of Hari Shanker Bhartia Family Trust)	200	2.00
	<b>Total (A)</b>	<b>10,000</b>	<b>100.00</b>
B	<b>7.60 % Non-cumulative Non-convertible Redeemable Preference Shareholders</b>		
	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
	<b>Total (B)</b>	<b>7,50,000</b>	<b>100.00</b>
	<b>Grand Total (A+B)</b>	<b>7,60,000</b>	

Note: \*Post Amalgamation-1, the Amalgamating Company-2 shall stand dissolved pursuant to Part B of the Composite Scheme of Arrangement.



3. The Pre-arrangement list of shareholders of Amalgamating Company 3 as on March 31, 2023 is as per the table below:

Sr. No.	Particulars	Number of shares	% holding of Pre-Scheme
A	<b>Equity Shareholders</b>		
	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
	Mr. Shamit Bhartia (Nominee on behalf of Shyam Sunder Bhartia Family Trust)	200	2.00
	<b>Total (A)</b>	<b>10,000</b>	<b>100.00</b>
B	<b>7.60 % Non-cumulative Non-convertible Redeemable Preference Shareholders</b>		
	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
	<b>Total (B)</b>	<b>7,10,000</b>	<b>100.00</b>
	<b>Grand Total (A+B)</b>	<b>7,20,000</b>	

Note: \*Post Amalgamation-1, the Amalgamating Company-3 shall stand dissolved pursuant to Part B of the Composite Scheme of Arrangement.

4. The Pre & post arrangement (Expected) shareholding pattern of JIL and the Amalgamated Company as on March 31, 2023 is given below:

(a) JIL – Pre Amalgamation 1 as on March 31, 2023

Sr. No.	Category of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
1	Promoter & Promoter Group	18	1,12,66,637	74.78
	<b>Sub Total (1)</b>	<b>18</b>	<b>1,12,66,637</b>	<b>74.78</b>
2	<b>Public (A+B+C+D)</b>	<b>23,530</b>	<b>38,00,464</b>	<b>25.22</b>
A	<b>Banks / Mutual Funds / Financial Intuitions</b>			
	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
	<b>Sub Total (A)</b>	<b>10</b>	<b>4,292</b>	<b>0.03</b>
B	<b>Central Government / State Government(s) / President of India</b>	0	0	0
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>
C	<b>Individuals</b>			
	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
	<b>Sub Total (C)</b>	<b>22,430</b>	<b>31,66,190</b>	<b>21.01</b>
D	<b>Any Others</b>			

Sr. No.	Category of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
	<b>Non Resident Indians</b>	612	1,22,772	0.82
	<b>Trusts</b>	0	0	0
	<b>Clearing Member</b>	13	1,688	0.01
	<b>Individual (HUF)</b>	316	2,71,921	1.80
	<b>Bodies Corporate</b>	148	1,71,845	1.14
	<b>JIL-Unclaimed or Suspense Account</b>	0	0	0
	<b>Investor Education and Protection Fund</b>	1	61,756	0.41
	<b>Sub Total (D)</b>	<b>1,090</b>	<b>6,29,982</b>	<b>4.18</b>
	<b>Grand Total (1+2)</b>	<b>23,548</b>	<b>1,50,67,101</b>	<b>100.00</b>

**Statement Showing shareholding of persons belonging to the category “Promoter & Promoter Group”**

Sr. No.	Promoter & Promoter Group	No. of Equity Shares	Percentage (%) of Equity
1	Aashti Bhartia	99	0
2	Arjun Shankar Bhartia	99	0
3	Hari Shanker Bhartia	20,873	0.14
4	Kavita Bhartia	613	0
5	Priyavrat Bhartia	253	0
6	Shamit Bhartia	6,561	0.04
7	Shyam Sunder Bhartia	72,825	0.48
8	HSSS Investment Holding Private Limited	71,64,048	47.56
9	Jaytee Private Limited	380	0
10	Jubilant Consumer Private Limited	2,78,522	1.86
11	Jubilant Infrastructure Limited	50,000	0.33
12	KBHB Investment Holding Private Limited	17,36,415	11.52
13	SSBPB Investment Holding Private Limited	16,51,879	10.96
14	Vam Holdings Limited	2,84,070	1.89
15	Torino Overseas Limited	0	0
16	Cumin Investments Limited	0	0
17	Rance Investment Holdings Limited	0	0
18	Miller Holdings Pte. Limited	0	0
	<b>Total</b>	<b>1,12,66,637</b>	<b>74.78</b>

**(b) JIL – Post Amalgamation 1 (Expected)**

Sr. No.	Category Of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
1	Promoter & Promoter Group	17	1,12,66,637	74.78
	<b>Sub Total (1)</b>	<b>17</b>	<b>1,12,66,637</b>	<b>74.78</b>
2	<b>Public (A+B+C+D)</b>	<b>23,530</b>	<b>38,00,464</b>	<b>25.22</b>
<b>A</b>	<b>Banks / Mutual Funds / Financial Intuitions</b>			
	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

Sr. No.	Category Of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
	Any Other (Specify)	0	0	0
	<b>Sub Total (A)</b>	<b>10</b>	<b>4,292</b>	<b>0.03</b>
<b>B</b>	<b>Central Government / State Government(s) / President of India</b>	0	0	0
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C</b>	<b>Individuals</b>			
	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
	<b>Sub Total (C)</b>	<b>22,430</b>	<b>31,66,190</b>	<b>21.01</b>
<b>D</b>	<b>Any Others</b>			
	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
	<b>Sub Total (D)</b>	<b>1,090</b>	<b>6,29,982</b>	<b>4.18</b>
	<b>Grand Total (1+2)</b>	<b>23,547</b>	<b>1,50,67,101</b>	<b>100.00</b>

**Statement Showing shareholding of persons belonging to the category “Promoter & Promoter Group”**

Sr. No.	Promoter & Promoter Group	No. of Equity Shares	Percentage (%) of Equity
1	Aashti Bhartia	99	0
2	Arjun Shankar Bhartia	99	0
3	Hari Shanker Bhartia	20,873	0.14
4	Kavita Bhartia	613	0
5	Priyavrat Bhartia	253	0
6	Shamit Bhartia	6,561	0.04
7	Shyam Sunder Bhartia	72,825	0.48
8	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust)	53,18,439	35.30
9	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Shyam Sunder Bhartia Family Trust)	52,33,903	34.74
10	Jaytee Private Limited	380	0
11	Jubilant Consumer Private Limited	2,78,522	1.86
12	Jubilant Infrastructure Limited	50,000	0.33
13	Vam Holdings Limited	2,84,070	1.89
14	Torino Overseas Limited	0	0
15	Cumin Investments Limited	0	0
16	Rance Investment Holdings Limited	0	0
17	Miller Holdings PTE. Limited	0	0
	<b>Total</b>	<b>1,12,66,637</b>	<b>74.78</b>

## (c) JIL – Pre Amalgamation 2 (Expected)

Sr. No.	Category Of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
1	Promoter & Promoter Group	17	1,12,66,637	74.78
	<b>Sub Total (1)</b>	<b>17</b>	<b>1,12,66,637</b>	<b>74.78</b>
2	<b>Public (A+B+C+D)</b>	<b>23,530</b>	<b>38,00,464</b>	<b>25.22</b>
<b>A</b>	<b>Banks / Mutual Funds / Financial Intuitions</b>			
	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
	<b>Sub Total (A)</b>	<b>10</b>	<b>4,292</b>	<b>0.03</b>
<b>B</b>	<b>Central Government / State Government(s) / President of India</b>	0	0	0
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C</b>	<b>Individuals</b>			
	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
	<b>Sub Total (C)</b>	<b>22,430</b>	<b>31,66,190</b>	<b>21.01</b>
<b>D</b>	<b>Any Others</b>			
	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
	<b>Sub Total (D)</b>	<b>1,090</b>	<b>6,29,982</b>	<b>4.18</b>
	<b>Grand Total (1+2)</b>	<b>23,548</b>	<b>1,50,67,101</b>	<b>100.00</b>

\*Post Amalgamation-2, JIL shall stand dissolved pursuant to the Part C of the Composite Scheme of Arrangement.

## Statement Showing shareholding of persons belonging to the category “Promoter &amp; Promoter Group”

Sr. No.	Promoter & Promoter Group	No. of Equity Shares	Percentage (%) of Equity
1	Aashti Bhartia	99	0
2	Arjun Shankar Bhartia	99	0
3	Hari Shanker Bhartia	20,873	0.14
4	Kavita Bhartia	613	0
5	Priyavrat Bhartia	253	0
6	Shamit Bhartia	6,561	0.04
7	Shyam Sunder Bhartia	72,825	0.48
8	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust)	53,18,439	35.30

Sr. No.	Promoter & Promoter Group	No. of Equity Shares	Percentage (%) of Equity
9	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Shyam Sunder Bhartia Family Trust)	52,33,903	34.74
10	Jaytee Private Limited	380	0
11	Jubilant Consumer Private Limited	2,78,522	1.86
12	Jubilant Infrastructure Limited	50,000	0.33
13	Vam Holdings Limited	2,84,070	1.89
14	Torino Overseas Limited	0	0
15	Cumin Investments Limited	0	0
16	Rance Investment Holdings Limited	0	0
17	Miller Holdings PTE. Limited	0	0
	<b>Total</b>	<b>1,12,66,637</b>	<b>74.78</b>

(d) Amalgamated Company - Pre Amalgamation 2 as on March 31, 2023

Sr. No.	Category Of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
1	Promoter & Promoter Group	1	56,08,552	100.00
	<b>Sub Total (1)</b>	<b>1</b>	<b>56,08,552</b>	<b>100.00</b>
2	<b>Public (A+B+C+D)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>A</b>	<b>Banks / Mutual Funds / Financial Intuitions</b>			
	Mutual Funds	0	0	0
	Venture Capital Funds	0	0	0
	Alternate Investment Funds	0	0	0
	Financial Intuitions / Banks	0	0	0
	Foreign Venture Capital Investors	0	0	0
	Foreign Portfolio Investors	0	0	0
	Insurance Companies	0	0	0
	Provident / Pension Funds	0	0	0
	Any Other (Specify)	0	0	0
	<b>Sub Total (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B</b>	<b>Central Government / State Government(s) / President of India</b>	0	0	0
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C</b>	<b>Individuals</b>			
	i. Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs	0	0	0
	ii. Individual Shareholders holding nominal share capital excess of Rs. 2 Lakhs	0	0	0
	<b>Sub Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>D</b>	<b>Any Others</b>			
	Non Resident Indians	0	0	0
	Trusts	0	0	0
	Clearing Member	0	0	0
	Individual (HUF)	0	0	0
	Bodies Corporate	0	0	0
	JIL-Unclaimed or Suspense Account	0	0	0
	Investor Education and Protection Fund	0	0	0
	<b>Sub Total (D)</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total (1+2)</b>	<b>1</b>	<b>56,08,552</b>	<b>100.00</b>

\*Equity Shares are held by Jubilant Industries Limited jointly with 7 individuals as joint holders.

**Statement Showing shareholding of persons belonging to the category “Promoter & Promoter Group”**

Sr. No.	Promoter & Promoter Group	No. of Equity Shares	Percentage (%) of Equity
1	Jubilant Industries Limited*	56,08,552	0

\*Equity Shares are held by Jubilant Industries Limited jointly with 7 individuals as joint holders.

**(e) Amalgamated Company – Post Amalgamation 2 (Expected)**

Sr. No.	Category Of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
1	Promoter & Promoter Group	17	1,12,66,637	74.78
	<b>Sub Total (1)</b>	<b>17</b>	<b>1,12,66,637</b>	<b>74.78</b>
<b>2</b>	<b>Public (A+B+C+D)</b>	<b>23,530</b>	<b>38,00,464</b>	<b>25.22</b>
<b>A</b>	<b>Banks / Mutual Funds / Financial Intuitions</b>			
	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
	<b>Sub Total (A)</b>	<b>10</b>	<b>4,292</b>	<b>0.03</b>
<b>B</b>	<b>Central Government / State Government(s) / President of India</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C</b>	<b>Individuals</b>			
	iii. Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs	22,419	22,85,527	15.17
	iv. Individual Shareholders holding nominal share capital excess of Rs. 2 Lakhs	11	8,80,663	5.84
	<b>Sub Total (C)</b>	<b>22,430</b>	<b>31,66,190</b>	<b>21.01</b>
<b>D</b>	<b>Any Others</b>			
	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
	<b>Sub Total (D)</b>	<b>1,090</b>	<b>6,29,982</b>	<b>4.18</b>
	<b>Grand Total (1+2)</b>	<b>23,547</b>	<b>1,50,67,101</b>	<b>100</b>



**Statement Showing shareholding of persons belonging to the category “Promoter & Promoter Group”**

<b>Sr. No.</b>	<b>Promoter &amp; Promoter Group</b>	<b>No. of Equity Shares</b>	<b>Percentage (%) of Equity</b>
1	Aashti Bhartia	99	0
2	Arjun Shankar Bhartia	99	0
3	Hari Shanker Bhartia	20,873	0.14
4	Kavita Bhartia	613	0
5	Priyavrat Bhartia	253	0
6	Shamit Bhartia	6,561	0.04
7	Shyam Sunder Bhartia	72,825	0.48
8	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust)	53,18,439	35.30
9	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Shyam Sunder Bhartia Family Trust)	52,33,903	34.74
10	Jaytee Private Limited	380	0
11	Jubilant Consumer Private Limited	2,78,522	1.86
12	Jubilant Infrastructure Limited	50,000	0.33
13	Vam Holdings Limited	2,84,070	1.89
14	Torino Overseas Limited	0	0
15	Cumin Investments Limited	0	0
16	Rance Investment Holdings Limited	0	0
17	Miller Holdings Pte. Limited	0	0
	<b>Total</b>	<b>1,12,66,637</b>	<b>74.78</b>

5. **The Post-Arrangement (expected) capital structure of the Amalgamated Company will be as follows (assuming the continuing capital structure as on March 31, 2023):**

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorised Share Capital (post re-classification pursuant to the Scheme)</b> 7,79,77,617 equity shares of Rs. 10/- each	77,97,76,170
<b>Issued, Subscribed and Paid up Share Capital</b> 1,50,67,101 Equity Shares of Rs. 10/- each	15,06,71,010/-



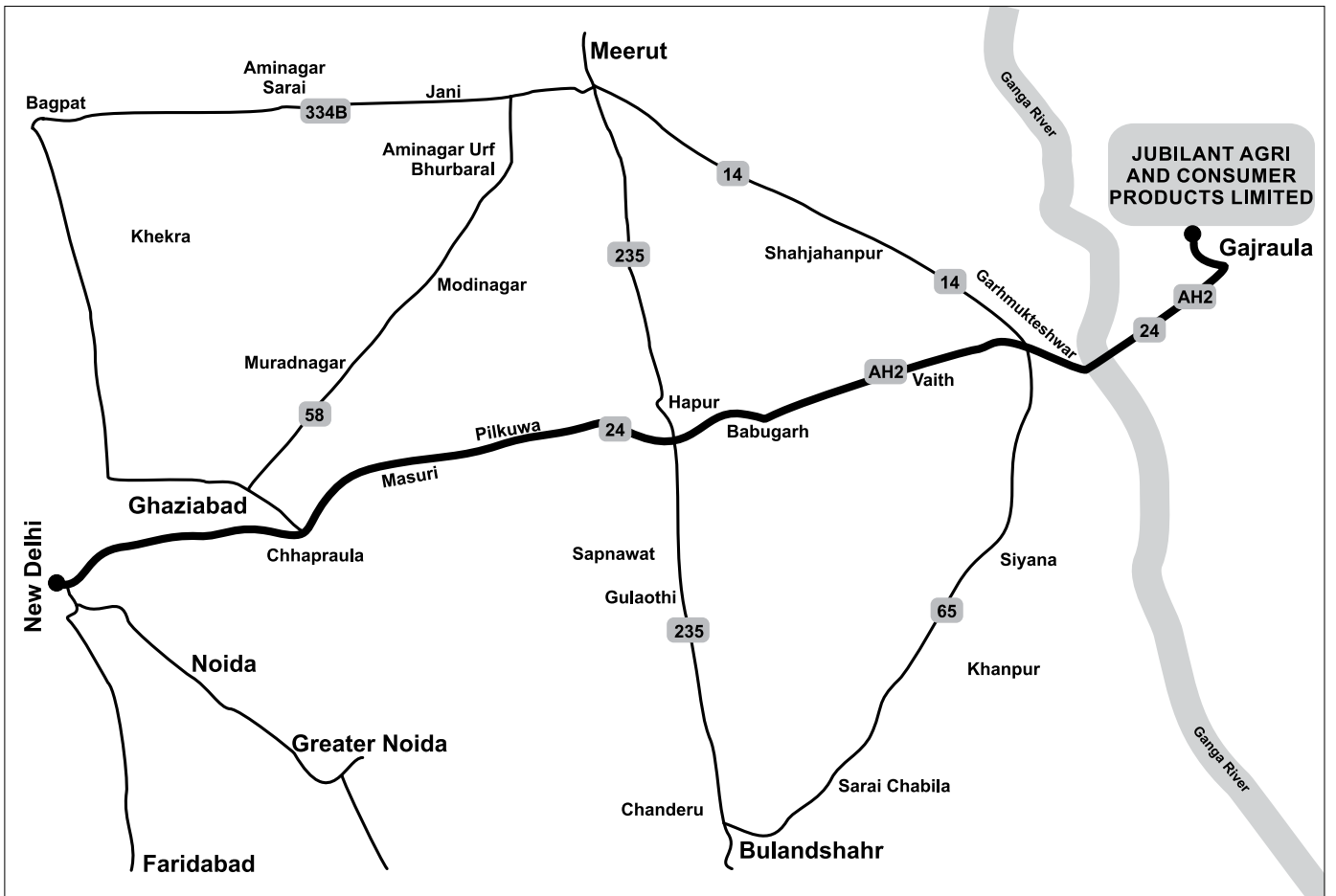




# JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

## Route map of the venue for the NCLT Convened Meeting of Unsecured Creditors

Day : Saturday  
Date : July 29, 2023  
Time : 1:30 p.m.  
Venue : Registered Office  
Bhartiagram, Gajraula,  
District Amroha - 244 223,  
Uttar Pradesh





**JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

(CIN: U52100UP2008PLC035862)

**Registered Office:** Bhartiagram, Gajraula, Distt. Amroha - 244 223, Uttar Pradesh, India

Phone: +91- 5924-267437; Email: [investorsjil@jubl.com](mailto:investorsjil@jubl.com); Website: [www.jacpl.co.in](http://www.jacpl.co.in)



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH**

In the matter of Companies Act, 2013

And

In the matter of Sections 230-232, read with Section 66 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

IN THE MATTER OF

HSSS INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 1/ "Amalgamating Company - 1"

And

KBHB INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 2/ "Amalgamating Company - 2"

And

SSBPB INVESTMENT HOLDING PRIVATE LIMITED

...Applicant Co. No. 3/ "Amalgamating Company - 3"

And

JUBILANT INDUSTRIES LIMITED

...Applicant Co. No. 4/ "JIL"

And

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

...Applicant Co. No. 5/ "Amalgamated Company"

And

their respective Shareholders and Creditors

**JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED  
(CIN: U52100UP2008PLC035862)**

A company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at Bhartiagram Gajraula, District Amroha, Uttar Pradesh - 244223, India

.....Applicant No. 5/ "Amalgamated Company"

**MEETING OF THE UNSECURED CREDITORS**

**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1.	Name of the Unsecured Creditor	
2.	Registered Address	
3.	E-mail id	
4.	Principal amount due as on January 31, 2023	

I/We being Unsecured Creditor(s) of Applicant No. 5/“Amalgamated Company”, hereby appoint:

1. Name: ..... E-mail ID: .....  
 Address: .....  
 ..... Signature .....

Or, failing him/her,

2. Name: ..... E-mail ID: .....  
 Address: .....  
 ..... Signature .....

Or, failing him/her,

3. Name: ..... E-mail ID: .....  
 Address: .....  
 ..... Signature .....

as my/our proxy to attend and vote for me/us and on my/ our behalf at the Meeting of the Unsecured creditors of the Applicant No. 5/ “Amalgamated Company”, convened as per the directions of the Hon’ble National Company Law Tribunal, Allahabad Bench pursuant to Order dated May 3, 2023 passed in the Company Application CA(CAA) No. 6/ALD/2023 to be held on July 29, 2023 at 1.30 p.m. at Bhartiagram, Gajraula, District Amroha- 244223, Uttar Pradesh, India and at any adjournment thereof in respect of the resolution as indicated below:

Sr. No.	Particulars of Resolution	Vote (Optional) (Please put a (✓) mark)	
		For	Against
1.	Resolution for approval of the Scheme of Arrangement between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors under Sections 230-232, Section 66 and other applicable provisions of the Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_  
 Signature of Unsecured Creditor \_\_\_\_\_  
 Signature of Proxy \_\_\_\_\_

Affix Revenue Stamp of Re. 1
---------------------------------------

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Applicant No. 5/ “Amalgamated Company” not later than 48 hours before the commencement to the Meeting.
- It is optional to indicate your preference. If you leave the ‘For’ or ‘against’ column blank, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- In case the Unsecured creditor is a body corporate or other entity, the duly completed Proxy Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the Proxy holder.
- Please affix Re 1 Revenue Stamp in the space provided.
- For the Resolution, Explanatory Statement and Notes, please refer the Notice of the Meeting.
- Alterations, if any, made in the Form of Proxy must be initialed by the Unsecured creditor.



# JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

(CIN: U52100UP2008PLC035862)

Registered Office: Bhartiagram, Gajraula, District Amroha,  
Uttar Pradesh - 244223, India, Tel. +91- 5924-267437

Email ID: [investorsjil@jubl.com](mailto:investorsjil@jubl.com), Website: [www.jacpl.co.in](http://www.jacpl.co.in)

## MEETING OF UNSECURED CREDITORS

### ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the entrance of the meeting venue)

Name and Address of the Unsecured Creditor	
Vendor Code	
Value of Debt as on January 31, 2023	
Full name of Proxy/ Authorized Representative	

I/We hereby record my/ our presence at the Meeting of the Unsecured Creditors of the Applicant No. 5/ "Amalgamated Company" convened as per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench, pursuant to the Order dated May 3, 2023 passed in the Company Application CA(CAA) No. 6/ALD/2023 held on Saturday, July 29, 2023 at 1.30 p.m. at Bhartiagram Gajraula, District Amroha-244223, Uttar Pradesh, India.

Signature of Unsecured Creditor / Proxy/ Authorized Representative

#### NOTES:

- Unsecured Creditor/ Proxy/ Authorized representative needs to furnish duly signed 'Attendance Slip' along with a valid identity proof such as PAN Card, Passport, Aadhar Card or Driving License to enter the Meeting hall.
- Unsecured Creditor / Proxy/ Authorized representative is requested to bring his / her copy of the Notice for reference at the meeting.