



JUBILANT
LIFESCIENCES

February 7, 2017

BSE Limited
Floor 25, P. J. Towers
Dalal Street,
Mumbai - 400 001

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sirs,

Re.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Acquisition of Preference Shares in subsidiary company

The Board of Directors of the Company has, at its meeting held today, approved acquisition of 18,66,20,000 12% Optionally Convertible Non-cumulative Redeemable Preference Shares of Rs. 10 each of Jubilant Biosys Limited at par aggregating to Rs. 186.62 crore, subject to applicable laws. Details pursuant to Regulation 30 are given in **Annexure-A**.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For Jubilant Life Sciences Limited

Rajiv Shah
Company Secretary

Encl.: As above

A Jubilant Bhartia Company

OUR VALUES



Jubilant Life Sciences Limited

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Bhartiagram, Gajraula
Distt. Amroha - 244 223,
UP, India
CIN : L24116UP1978PLC004624



Annexure-A

Details of Acquisition of Preference Shares

| Sr. No. | Particulars | Details | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------|---|--|---------------|---------------------|---------------|--------------|---|----------------------|--------|------|---|---------------------|--------|------|---|----------------------------------|--------|------|---|--------------------------------|--------|-------|---|--|----|------|--------------|--|-----------------|---------------|
| 1. | Name of the target entity, details in brief such as size, turnover etc. | <p>Jubilant Biosys Limited ('Biosys')</p> <p><u>FY 2015-16</u></p> <ul style="list-style-type: none"> • <u>Turnover</u>: Rs 5,884.70 Lac • <u>EBITDA</u>: Rs (455.81) Lac | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length" | <p>The proposed acquisition of 18,66,20,000 12% Optionally Convertible Non-cumulative Redeemable Preference Shares ('Preference Shares') is a Related Party Transaction, which is being executed on arm's length basis.</p> <p>The promoters of the Company, Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia, together with the companies controlled by them, hold 33% equity shares of Biosys as per below particulars:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Name of Shareholder</th> <th style="text-align: center;">No. of Shares</th> <th style="text-align: center;">% of holding</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Mr. Shyam S. Bhartia</td> <td style="text-align: center;">28,800</td> <td style="text-align: center;">6.53</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Mr. Hari S. Bhartia</td> <td style="text-align: center;">28,800</td> <td style="text-align: center;">6.52</td> </tr> <tr> <td style="text-align: center;">3</td> <td>Jubilant Capital Private Limited</td> <td style="text-align: center;">10,000</td> <td style="text-align: center;">2.27</td> </tr> <tr> <td style="text-align: center;">4</td> <td>Jubilant Enpro Private Limited</td> <td style="text-align: center;">78,000</td> <td style="text-align: center;">17.68</td> </tr> <tr> <td style="text-align: center;">5</td> <td>Jubilant Stock Holding Private Limited</td> <td style="text-align: center;">01</td> <td style="text-align: center;">0.00</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td style="text-align: center;">1,45,601</td> <td style="text-align: center;">33.00%</td> </tr> </tbody> </table> | Sr. No. | Name of Shareholder | No. of Shares | % of holding | 1 | Mr. Shyam S. Bhartia | 28,800 | 6.53 | 2 | Mr. Hari S. Bhartia | 28,800 | 6.52 | 3 | Jubilant Capital Private Limited | 10,000 | 2.27 | 4 | Jubilant Enpro Private Limited | 78,000 | 17.68 | 5 | Jubilant Stock Holding Private Limited | 01 | 0.00 | Total | | 1,45,601 | 33.00% |
| Sr. No. | Name of Shareholder | No. of Shares | % of holding | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | Mr. Shyam S. Bhartia | 28,800 | 6.53 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Mr. Hari S. Bhartia | 28,800 | 6.52 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Jubilant Capital Private Limited | 10,000 | 2.27 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Jubilant Enpro Private Limited | 78,000 | 17.68 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | Jubilant Stock Holding Private Limited | 01 | 0.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total | | 1,45,601 | 33.00% | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. | Industry to which the entity being acquired belongs | The proposed transaction involves acquisition of Preference Shares of Biosys. Hence, no entity shall be acquired through this transaction. | | | | | | | | | | | | | | | | | | | | | | | | | | | | |





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| | | Biosys is engaged in providing drug discovery and development and other related services to support the pharmaceutical/ biotechnology industry. |
| 4. | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | Biosys shall be allotting Preference Shares of Rs. 186.62 crore. The loans granted earlier shall be applied towards subscription money for Preference Shares. It shall not result in acquisition of Biosys. |
| 5. | Brief details of any governmental or regulatory approvals required for the acquisition | Not Applicable |
| 6. | Indicative time period for completion of the acquisition | Approximately 3 months |
| 7. | Nature of consideration - whether cash consideration or share swap and details of the same | Cash consideration |
| 8. | Cost of acquisition or the price at which the shares are acquired | At par i.e. Rs. 10 per Preference Share |
| 9. | Percentage of shareholding / control acquired and / or number of shares acquired; | 18,66,20,000 Preference Shares of Rs. 10 each at par aggregating to Rs. 186.62 Crore i.e. 100% holding of Preference Shares. No control shall be acquired as the proposed subscription is for Preference Shares. |
| 10. | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief) | As stated above, the proposed subscription of Preference Shares shall not result in acquisition of Biosys. The relevant details of Biosys are given below: <ul style="list-style-type: none"> • <u>Products/line of business:</u> Scientific and Technical consultancy services • <u>Date of incorporation:</u> 10.02.1998 |





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| | | <ul style="list-style-type: none">• <u>Turnover of last three years:</u> <u>2013-14:</u> Rs 9,798.02 Lac <u>2014-15:</u> Rs 5,824.32 Lac <u>2015-16:</u> Rs 5,884.70 Lac• <u>Country in which Biosys has presence:</u><ol style="list-style-type: none">a. Indiab. US (through 100% Subsidiary Company - Jubilant Discovery Services Inc) |
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