November 4, 2024
Draft Information Memorandum

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

Our Company was incorporated as "Canonical Infotech Solutions Private Limited" on August 21, 2008 in the State of Uttar Pradesh as a private limited company under the Companies Act, 1956. The name of the Company was changed from its initial name to "Jubilant Agri and Retail Private Limited" on March 7, 2011 and thereafter, the name of the Company was again changed to "Jubilant Agri and Consumer Products Private Limited" on May 6, 2011. Subsequently, the name of the Company was once again changed again to its current name "Jubilant Agri and Consumer Products Limited" on May 10, 2011 upon its conversion to a public limited company. For further details, see the chapter titled "*History and Corporate Structure*" on page 60.

Corporate Identification Number: U52100UP2008PLC035862
Registered Office: Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh, India
Corporate Office: Plot No. 142, Chimes, 3rd Floor, Sector 44, Gurugram, Haryana – 122003, India
Tel: +91 124 2577229 **Website:** www.jacpl.co.in **E-mail:** investorsjacpl@jubl.com
Contact Person: Brijesh Kumar, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY	
SHYAM S. BHARTIA AND HARI S. BHARTIA	
DRAFT INFORMATION MEMORANDUM FOR LISTING OF 1,50,67,101 EQUITY SHARES OF INR 10/- EACH ISSUED BY OUR COMPANY PURSUANT TO THE COMPOSITE SCHEME OF ARRANGEMENT	
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS DRAFT INFORMATION MEMORANDUM	
DRAFT INFORMATION MEMORANDUM FOR LISTING OF 1,50,67,101 EQUITY SHARES OF FACE VALUE OF INR 10/- EACH ISSUED BY JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED PURSUANT TO 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 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013.	
GENERAL RISKS	
Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity Shares of our Company unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Equity Shares of our Company. For taking an investment decision, investors must rely on their own examination of our Company, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India, nor does it guarantee the accuracy or adequacy of the contents of this Draft Information Memorandum. Specific attention of the investors is invited to the chapter titled "*Risk Factors*" on page 19.	
COMPANY'S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Information Memorandum contains all information with regard to our Company, which is material in the context of the listing of the Equity Shares, that the information contained in this Draft Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.	
LISTING	
The Equity Shares of our Company are proposed to be listed on the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**"). The NSE shall be the Designated Stock Exchange for the listing of the Equity Shares. Our Company has received in-principle approval for listing from the NSE and the BSE on [•] and [•] respectively. Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time to the extent applicable to it on a continuous basis. Our Company has submitted this Draft Information Memorandum with the NSE and the BSE and the same will be made available on our Company's website at www.jacpl.co.in. This Draft Information Memorandum would also be available on the website of the NSE at www.nseindia.com and the BSE at www.bseindia.com.	
REGISTRAR AND TRANSFER AGENT	
alankit	**Alankit Assignments Limited** (**SEBI Registration Number:** INR000002532) **Address:** 205-208 Anarkali Complex, Jhandewalan Extension, New Delhi - 110055 **Tel No.:** +91-11-23541234, 42541234; **Website:** https://www.alankit.com/ **Contact Person:** Mr. J. K. Singla; **E-mail:** rta@alankit.com **Investor Grievance Email:** investorsjacpl@jubl.com

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SECTION I – GENERAL

DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS

This Draft Information Memorandum uses certain definitions, abbreviations and terms, which, unless the context otherwise indicates or implies, shall have the meanings ascribed to them herein, and references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will include any amendments or re-enactments thereto, from time to time.

COMPANY RELATED TERMS

Term	Description
Articles of Association	The articles of association of the Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with the SEBI LODR Regulations and the Companies Act. For details, see chapter titled "*Our Management*" on page 67.
Board of Directors / the Board / our Board	The board of directors of the Company or a duly constituted committee thereof.
CEO	Chief Executive Officer
CFO	Chief Financial Officer
the Company/ our Company/ we/ us/ our	Jubilant Agri and Consumer Products Limited, a public limited company incorporated under the Companies Act, 1956.
Corporate Office	Plot No. 142, Chimes, 3rd Floor, Sector 44, Gurugram, Haryana – 122003, India
CSR	Corporate Social Responsibility
Director(s)	The director(s) of the Company, unless specified otherwise.
Designated Stock Exchange	National Stock Exchange of India Limited
Draft Information Memorandum	This draft information memorandum dated November 4, 2024 filed with the Stock Exchanges.
Equity Shares	Fully paid up equity shares of our Company of face value of INR 10/- each.
Financial Statements	Consolidated, audited financial statements of our Company for the quarter ended June 30, 2024 and FY 2023-24 and FY 2022-23 after taking into consideration and giving effect to the amalgamations contemplated in the Scheme from the Appointed Date (i.e. July 1, 2022) as well as the consolidated, audited financial statements of our Company for FY 2021-22.
Group Company(ies)	Such company(ies) (other than promoters and subsidiaries) with which there were related party transactions during FY 2021-22, 2022-23 and 2023-24. For details, see chapter titled "*Group Companies*" on page 87.
Independent Director	A non-executive, independent director as per the Companies Act and the SEBI LODR Regulations who are currently serving on the Board of our Company.
Information Memorandum	The information memorandum dated [.] to be filed with the Stock Exchanges.
Jubilant Ingrevia	Jubilant Ingrevia Limited, a Group Company of the Company.
Jubilant Pharmova	Jubilant Pharmova Limited, a Group Company of the Company.
Key Managerial Personnel / KMPs	The key managerial personnel of the Company appointed in accordance with the SEBI LODR Regulations and the Companies Act and as identified in the chapter titled "*Our Management*" on page 67.
Memorandum of Association / MoA	The memorandum of association of the Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination and Remuneration Committee in accordance with the SEBI LODR Regulations and the Companies Act. For details, see chapter titled "*Our Management*" on page 67.
Non-Executive Director	A non-executive director of our Company, unless specified otherwise.
Promoter(s)	The promoter(s) of our Company, namely, Shyam S. Bhartia and Hari S. Bhartia. For details, see chapter titled "*Our Promoter and Promoter Group*" on page 82.
Promoter Group	Persons and entities constituting the promoter group of our Company in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in the chapter titled "*Our Promoters and Promoter Group*" on page 82.

Registered Office	Registered office of our Company situated at Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India.
Registrar and Transfer Agent	Alankit Assignments Limited
Risk Management and Sustainability Committee	Risk Management and Sustainability Committee as constituted by the Board of Directors.
Senior Management	The senior management of the Company appointed in accordance with Regulation 16(1)(d) of the SEBI LODR Regulations and Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as identified in the chapter titled "*Our Management*" on page 67.
Share Capital	Share capital of our Company
Shareholder(s)	The holder(s) of Equity Shares of our Company, unless otherwise specified.
Statutory Auditors / Auditor	The statutory auditors of our Company, BGJC & Associates, LLP, Chartered Accountants.
Stakeholder Relationship Committee	The committee of the Board of Directors constituted as the Company's stakeholders' relationship committee in accordance with the SEBI LODR Regulations and the Companies Act. For details, see the chapter titled "*Our Management*" on page 67.
Subsidiary / our Subsidiary	Jubilant Industries Inc., the subsidiary of our Company within the meaning of Section 2(87) of the Companies Act and more fully described in the chapter titled "*History and Corporate Structure*" on page 60.

SCHEME RELATED TERMS

Term	Description
Amalgamating Company-1 / HSSS	HSSS Investment Holding Private Limited
Amalgamating Company-2 / KBHB	KBHB Investment Holding Private Limited
Amalgamating Company-3 / SSBPB	SSBPB Investment Holding Private Limited
Amalgamating Companies	The Amalgamating Company-1, the Amalgamating Company-2 and the Amalgamating Company-3, collectively.
Amalgamation-1	Amalgamation of the Amalgamating Companies into JIL, on a going concern basis, pursuant to Part B of the Scheme
Amalgamation-2	amalgamation of JIL into the Company, on a going concern basis, pursuant to Part C of the Scheme
Appointed Date	July 1, 2022
Effective Date / upon this Scheme becoming effective / effectiveness of this Scheme	In relation to Amalgmation-1, September 4, 2024 (i.e. such date or dates as of which the Amalgamating Companies and JIL have filed the certified copy of the NCLT's order sanctioning the Scheme with the RoC) and in relation to Amalgmation-2, October 3, 2024 (i.e. such date or dates as of which JIL and the Company have filed the certified copy of the NCLT's order sanctioning the Scheme with the RoC).
Eligible Shareholders	Shall mean eligible holders of the Equity Shares of JIL as on the Amalgamation-2 Record Date.
JIL	Jubilant Industries Limited
NCLT / Tribunal	The National Company Law Tribunal, Allahabad Bench
Amalgamation-2 Record Date / Record Date	October 28, 2024
Scheme / Composite Scheme	Composite scheme of arrangement between the Amalgamating Company-1, the Amalgamating Company-2, the Amalgamating Company-3, JIL and our Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, sanctioned by the NCLT on August 7, 2024.

CONVENTIONAL, GENERAL, ABBRECIATIONS

Term	Description
AGM	Annual General Meeting

AS	Accounting Standards, as issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BSE	BSE Limited
BNS	The Bharatiya Nyaya Sanhita, 2023
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act 1956	Erstwhile Companies Act, 1956, along with relevant rules made thereunder.
CrPC	The Code of Criminal Procedure, 1973
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
Depositories Act	The Depositories Act, 1996.
DP	Depository Participant
DP ID	Depository Participant's Identity number
EGM	Extra-ordinary general meeting
EPS	Earnings per share
Essential Commodities Act	The Essential Commodities Act, 1955
FDI	Foreign direct investment
FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
FEMA	The Foreign Exchange Management Act, 1999 read with rules, regulations, notifications, circulars and directions thereunder.
FY or Financial Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
FIR	First Information Report
FPI(s)	Foreign Portfolio Investors registered with SEBI under applicable laws
GAAP	Generally Accepted Accounting Principles
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
Central Government / Government	The Government of India
GST	Goods and services tax.
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IPC	Indian Penal Code, 1860
Ind AS	Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as notified under Rule 3 of Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP or IGAAP	In accordance with the accounting principles generally accepted in India, including the Accounting Standards as prescribed under Section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014
INR / Rs. / Rupees	The lawful currency of the Republic of India.
IT Act	Income-tax Act, 1961
NR	Non-Resident
NRI(s)	Non-Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
RBI	Reserve Bank of India
RoC	Registrar of Companies
S.No.	Serial Number
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contract (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act

SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Master Circular	SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI and as amended from time to time.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
Stock Exchanges	NSE and BSE
USA	The United States of America
USD	United States Dollar

INDUSTRY RELATED TERMS

Term	Description
Fertilizer Order	The Fertilizer (Inorganic, Organic or Mixed) (Control) Order, 1985
DAP	Diammonium Phosphate
IFFCO	Indian Farmers Fertilizer Cooperative Limited
NPK	Nitrogen, Phosphorus and Potassium
PVAc	Polyvinyl Acetate
PU	Polyurethane
SPVA	Solid Poly Vinyl Acetate
SSP	Single Super Phosphate
VP Latex	Vinyl Pyridine Latex

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

In this Draft Information Memorandum, the terms “our Company”, “the Company” or “we” or “us” or “our”, unless the context otherwise indicates or implies, refers to Jubilant Agri and Consumer Products Limited and references to “you” are to the Eligible Shareholders, as the case may be, in the Equity Shares.

All references in this Draft Information Memorandum to “India” are to the Republic of India and all references herein to the “Government”, “Central Government” or the “State Government” are to the Government of India, Central Government or State, as applicable.

Unless stated otherwise, all references to page numbers in this Draft Information Memorandum are to the page numbers of this Draft Information Memorandum.

Financial Data

Unless stated otherwise, the financial data in this Draft Information Memorandum is derived from our Financial Statements. Certain other financial information in relation to our Subsidiary is derived from its audited financial statements. Our Company publishes its Financial Statements in INR. Our Financial Statements, including the reports issued by the Statutory Auditor have been prepared in accordance with Ind AS and the Companies Act. The Financial Statements are disclosed in the chapter titled “*Financial Statements*” on page 93.

There may be some differences between Ind AS and IFRS and/or US GAAP, accordingly, the degree to which the Ind AS Financial Statements included in this Draft Information Memorandum will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Information Memorandum should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Our Company’s financial year commences on April 1st of the immediately preceding calendar year and ends on March 31st of that particular calendar year, so all references to a particular FY is to the 12-month period commencing on April 1st of the immediately preceding calendar year and ending on March 31st of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Information Memorandum are to a calendar year and references to a FY are to the year ended on March 31st, of that calendar year.

Certain figures contained in this Draft Information Memorandum, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Currency and Units of Presentation

All references to “INR” or “₹” or “Rs.” are to Indian Rupees, the official currency of the Republic of India and references to ‘USD’ are to the legal currency of the United States of America. Our Company has presented certain numerical information in this Draft Information Memorandum, in “thousands”, “lakh”, “million” and “crore” units or in whole numbers where the numbers have been too small to represent in such units. One thousand represents 1,000, One lakh represents 1,00,000, One million represents 1,000,000 and One crore represents 1,00,00,000.

Industry and Market Data

Unless stated otherwise, market data used throughout this Draft Information Memorandum was obtained from internal Company reports and data, public websites and industry publications. Industry publication data and public website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Although, we believe market data used in this Draft Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. Such data involves risk, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the chapter titled "*Risk Factors*" on page19. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Information Memorandum is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENT

This Draft Information Memorandum contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue”, or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are based on our current plans, estimates, presumptions and expectations, and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in its industry and incidents of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- our dependency on certain key products for a significant portion of our revenues.
- our operations depend on the availability of timely and cost-efficient transportation and other logistic facilities and any prolonged disruption may adversely affect our business and results of operations.
- outcome of legal or regulatory proceedings to which we, are a party to or might become involved in.
- supply interruptions, any shutdowns of our manufacturing facilities or other manufacturing or production problems caused by unforeseen events.
- we do not have long-term supply agreements for manufacturing of our Company’s products.
- we may not be able to implement our business strategies or sustain and manage our growth, which may adversely affect our business, results of operations and financial condition.
- changes in political and social conditions in India.
- our ability to control cost and retain key personnel.
- manufacturing and supply interruptions, including failure to comply with manufacturing specifications.
- our ability to compete effectively, particularly in new markets and business lines.
- Other factors discussed in this Draft Information Memorandum, including the chapter titled “Risk Factors”.

For further discussion of factors that could cause our actual results to differ from the expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on page 19, 48 and 94, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Although we believe that the assumptions on which such forward-looking statements are based are reasonable, we cannot assure that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as on the date of this Draft Information Memorandum and are not a guarantee of future performance. These statements are based on the management’s belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II – INFORMATION MEMORANDUM SUMMARY

INFORMATION MEMORANDUM SUMMARY

*This section is a summary of specific disclosures included in this Draft Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Information Memorandum, including the sections titled "**Risk Factors**", "**Industry Overview**", "**Outstanding Litigation and Material Developments**", "**Our Promoters and Promoter Group**", "**Financial Statements**" and "**Our Business**" on pages 19, 45, 95, 82, 93* and *48, respectively. For additional information and further details with respect to any of the information summarised below, please refer to the relevant sections of this Draft Information Memorandum. Unless otherwise stated, the financial information in this section is derived from the Financial Statements.*

Summary of Business

Our Company was incorporated on August 21, 2008 and is a part of the Jubilant Bhartia Group. Our Company is a diversified company engaged in manufacturing of performance polymers and chemicals as well as agri-products.

Business Segments: The Company operates in two business segments, namely:

Business Segment	Contribution to total revenue from operations
Performance Polymers and Chemicals	77%
Agri-Products	23%

Business segment wise consolidated revenue from operations:

(in Rs. millions)

Composition of Sales	FY 2024	FY 2023
Performance Polymers & Chemicals	9,578	9,308
Agri-Products	2,955	5,421
Total	**12,533**	**14,729**

I. **Performance Polymers and Chemicals**: The Performance Polymers and Chemicals comprises of the following divisions:

(1) ***Consumer Products*:** Our consumer products division specializes in wood working adhesives and wood finishes. With a nationwide distribution network, our brands 'Jivanjor', 'Charmwood' and 'Ultra Italia' are established in their respective segments.

(2) ***Food Polymers*:** We are one of the leading suppliers of PVAc to the chewing gum industry. PVAc is the major raw material for making gum base for chewing gum and bubble gum. Our brands under this category are 'Vamipol 5', 'Vamipol 14', 'Vamipol 15', 'Vamipol 17', 'Vamipol 30', 'Vamipol 60' and 'Vamipol 100'. The customer profile of the Company in this business includes market leaders in the chewing gum industry worldwide.

(3) ***Latex*:** We are amongst the largest manufacturers in India and globally of VP Latex which is used in dipping of automotive tyre cord and conveyor belt fabric. The Company also produces SBR and NBR Latex. The Company is a bulk supplier of these lattices to global automotive tyre manufacturers and dippers. The products under this category are 'Encord VP Latex' and 'Encord SBR Latex'. Another product 'Encord NBR Latex' is used in automotive gasket jointing.

II. **Agri-Products Business**: As part of this business, we offer a comprehensive range of agri-input products in the crop nutrition category under the brand 'Ramban' which is popular among the farming community and is well established in Uttar Pradesh, Uttarakhand and Bihar as well as in Rajasthan and Madhya Pradesh. Our Company manufactures SSP in both powder and granulated forms, reinforced with vital elements such as boron, zinc and magnesium in accordance with the Fertilizer Order's standards. In addition, we manufacture and sell sulphuric acid (in chemicals category) and bio-poshan, and shakti-zyme (in bio-stimulant category). We are the market leaders in the SSP segment in Uttar Pradesh and Uttarakhand.

Manufacturing Facilities: The Company has four manufacturing facilities, two in Uttar Pradesh (Gajraula and Sahibabad), one in Rajasthan (Kapasan, Chittorgarh) and one in Gujarat (Savli, Vadodara).

Summary of the Industry

Consumer Products: In FY 24, the consumer products division is likely to encounter challenges as the industry's growth may plateau or experience a slight decline. Economic uncertainties and fluctuating consumer sentiments could contribute to this scenario. Demand across different segments of the consumer industry may vary, with construction activities potentially influencing certain sectors. Additionally, softening input prices might lead to a reduction in the final product price.

Food Polymers: Our products serve the chewing gum and bubble gum industry. The chewing/bubble gum industry somewhat recovered in FY 24, however, the industry's performance is still below its pre-pandemic levels. While there was a slight recovery, the industry faced significant challenges due to an exorbitant increase in the costs of raw materials and transportation. These cost increases also impacted on the margins of our food polymers business, although we managed to pass on some of these cost increases to our customers in the second half of the year. Overall, the food polymers business experienced growth this year, driven by market share gains, the acquisition of new customers, and expansion into new geographic markets. Sugared chewing gum sales are declining due to consumers' preference for sugar-free confectionery. However, Sugar free gums, which attract health-conscious consumers, and which also provide additional benefits of dental care, and also functional gums like 'energy gums', 'caffeine gums' are expected to see a stronger growth rate albeit with a lower base.

Latex: Our products primarily serve the tire industry. The Indian Tire Industry is supported by strong fundamentals, the primary drivers are rising demand for vehicles and sharp focus and continuous government investments in infrastructure sector. Additionally, a large and growing population of vehicles will continue to support tire demand in the replacement market. In FY24 domestic tire industry witnessed double digit growth owing to robust demand from OEM & Replacement segments and India's tire exports, which represent around a fourth of the industry's overall revenues, declined on account of macro-economic headwinds impacting demand in the key export destinations. In last quarter recovery in exports also impacted by the Red Sea crisis, which has resulted in longer transit times for the key export destinations like Europe and the US and increased freight costs owing to longer routes. Synthetic latex Industry achieved growth in domestic and export markets, defying global slowdown signals in the second half of the year due to the Red Sea crisis. Significant raw material price hikes in the first half of FY 2023-24, resulting in higher final product costs, the second half saw a decline in raw material prices, prompting corresponding adjustments in finished goods prices. The Indian tire industry effectively sustained growth momentum in domestic market throughout the year, while there is marginal decline in export in second half of year due to external pressures.

Agri Business: The Indian Fertiliser Industry is an important and critical sector in the country's agricultural development. India is one of the world's top fertiliser consumers, because to its massive agriculture sector, and the business is critical to guaranteeing food security and increasing agricultural output. The industry includes the manufacturing of both chemical and organic fertilisers. India has limited domestic resources of P&K fertilizers, and relies heavily on imports from other countries. This makes India vulnerable to fluctuations in global prices and availability of these fertilisers. In order to encourage the balanced use of chemical fertilisers and to promote alternative fertilisers like organic and biofertilizers, the Indian government has introduced PM PRANAM scheme to reward the Indian states and Union Territories. The new scheme will lower the subsidy burden and enable the government to direct the savings towards the adoption of innovative agricultural technologies and the betterment of farmers. The agricultural sector took a hit in FY 2024 due to high interest rates and a scanty unpredictable monsoon. It grew at a moderate rate of 1.4%. Despite this, agriculture constituted 17.7% of India's GVA in FY 2024.

Our Promoters

The Promoters of our Company are Shyam S. Bhartia and Hari S. Bhartia.

Shareholding of our Promoters and Promoter Group

As on the date of this Draft Information Memorandum, the shareholding of the Promoters and the Promoter Group are detailed below:

Name of Person/Entity	Category	No. of Shares	% shareholding

Hari Shanker Bhartia	Promoter	20,873	0.14
Shyam Sunder Bhartia	Promoter	72,825	0.48
Kavita Bhartia	Promoter Group	613	0.00
Aashti Bhartia	Promoter Group	99	0.00
Priyavrat Bhartia	Promoter Group	253	0.00
Arjun Shankar Bhartia	Promoter Group	99	0.00
Shamit Bhartia	Promoter Group	6561	0.04
Vam Holdings Limited	Promoter Group	2,84,070	1.89
Jubilant Consumer Private Limited	Promoter Group	2,78,522	1.85
HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustee on behalf of Hari Shanker Bhartia Family Trust)	Promoter Group	53,18,439	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)	Promoter Group	52,33,903	34.74
Jaytee Private Limited	Promoter Group	380	0.00
Jubilant Infrastructure Limited	Promoter Group	50,000	0.33
Total		**1,12,66,637**	**74.78**

Financial Information

The following information has been derived from our Financial Statements:

(INR, in thousands, except earnings per share data)

Particulars	Stub Period ended June 30, 2024* (Consolidated)	FY 2023-24* (Consolidated)	FY 2022-23* (Consolidated)	FY 2021-22 (Standalone)
Share Capital	1,50,671.01	1,50,671.01	1,50,671.01	56,085.52
Net Worth**	26,10,300.29	23,52,717.78	20,27,765.61	14,74,175.67
Revenue from operations	35,81,413.95	1,25,32,629.11	1,46,70,778.72	1,15,51,657.95
Profit after tax from continuing operations	2,59,684.76	3,06,780.75	4,84,055.94	5,66,805.15
Profit after tax from discontinued operations	(2,608.89)	(9,589.59)	1,02,882.85	-
Profit after tax from continuing operations and discontinued operations	2,57,075.87	2,97,191.16	5,86,938.79	5,66,805.15
Earnings per Equity Share:				
From Continuing operations:				
Basic	17.23	20.36	43.34	101.06
Diluted	16.98	20.12	42.84	101.06
From Discontinued operations:				
Basic	(0.17)	(0.64)	7.09	-
Diluted	(0.17)	(0.64)	7.01	-
From Continuing operations and Discontinued operations:				
Basic	17.06	19.72	50.43	101.06
Diluted	16.81	19.48	49.85	101.06
Net asset value per Equity Share	173.25	156.15	134.58	262.84
Total borrowings	11,98,742.48	14,34,612.45	16,97,250.13	1,46,116.89
Number of Equity	1,50,67,101	1,50,67,101	1,50,67,101	56,08,552

Shares				

** The amalgamations contemplated in the Scheme have been given effect from the Appointed Date (i.e. July 1, 2022).*
*** The net worth has been computed as per Section 2(57) of the Companies Act.*

Auditor Qualifications or Adverse Remarks

There have been no qualifications or adverse remarks by our Statutory Auditor in the Financial Statements.

Outstanding Litigation

A summary of pending criminal proceedings, taxation proceedings, actions taken by statutory or regulatory authorities and other material litigation proceedings involving our Company, our Directors, our Promoters and our Group Company, as applicable, on the date of this Draft Information Memorandum is set out below:

S.No.	Name of the entity	Criminal Proceedings	Tax Proceedings	Statutory/ Regulatory Proceedings	Material civil litigation
A.	**Litigations involving our Company**				
	Against our Company	9*	12	-	3**
	By our Company	78***	-	-	-
B.	**Directors**				
	Against our Directors	-	-	-	-
	By our Directors	-	-	-	-
C.	**Promoters**				
	Against our Promoters	3	1	1	-
	By our Promoters	-	-	-	-
D.	**Subsidiary**				
	Against our Subsidiary	-	-	-	-
	By our Subsidiary	-	-	-	-
E.	**Litigation involving Group Company having material impact on our Company**				
	Against our Group Companies	-	-	-	-
	By our Group Companies	-	-	-	-

** 7 criminal proceedings filed against our Company under Sections 3 and 7 of the Essential Commodities Act, 1955 read with the Fertilizer Order pertaining to samples of SSP manufactured at our Company's manufacturing plant in Kapasan in Rajasthan collected from the premises of our dealers and distributors not meeting prescribed specifications for SSP.*

*** Aggregate amount involved in material civil litigation against the Company is INR 40.11 Crore.*

**** 72 criminal cases have been filed by the Company in relation to dishonour of cheques under Section 138 of the Negotiable Instrument Act, 1881 against its authorized distributors who have outstanding amounts due to non-payment for materials received by them. The total amount involved in these cases are INR 2,90,91,658/-. Also, 5 FIRs have been filed by the Company against certain individuals.*

For further details, see the chapter titled "*Outstanding Litigation and Material Developments*" on page 95.

Risk Factors

For details of the risks associated with our Company, see the chapter titled "*Risk Factors*" on page 19.

Contingent Liabilities

(In INR, Million)

S.No.	Particulars	Stub Period ended June 30, 2024* (Consolidated)	FY 2023-24* (Consolidated)	FY 2022-23* (Consolidated)	FY 2021-22 (Standalone)
1.	Bank Guarantee	1,239.09	836.50	877.69	580.07

2.	Claims against Company not acknowledged as debt	91.12	131.22	80.92	76.67
3.	Civil Suits	218.86	241.96	241.96	241.96
Total		**1,549.07**	**1,209.68**	**1,200.57**	**898.70**

** The amalgamations contemplated in the Scheme have been given effect from the Appointed Date (i.e. July 1, 2022).*

For details of the contingent liabilities, see the chapter titled "*Financial Statements*" on page 93.

Summary of related party transactions

(In INR, Million)

Nature of transaction	Related party with whom transaction has taken place	Stub Period ended June 30, 2024* (Consolidated)	FY 2023-24* (Consolidated)	FY 2022-23* (Consolidated)	FY 2021-22 (Standalone)
Sale of goods, utilities and services	Jubilant Ingrevia Limited	44.83	142.49	181.93	118.60
	Jubilant Industries Inc. USA	-	-	-	883.06
	Total	44.83	142.49	181.93	1,001.66
Purchase of goods, utilities and services	Jubilant Pharmova Limited	34.62	38.37	33.03	24.93
	Jubilant Ingrevia Limited	70.75	241.59	253.23	246.20
	Jubilant Enpro (P) Limited	-	0.14	0.08	-
	Jubilant Generics Limited	-	-	-	6.05
	Jubilant Industries Limited	-	-	-	1.12
	J Sagar & Associates	-	-	-	0.15
	Total	105.37	280.10	286.34	278.45
Rent expenses	Jubilant Pharmova Limited	0.73	2.90	4.98	9.27
	Jubilant Ingrevia Limited	1.59	6.23	5.52	6.03
	Total	2.32	9.13	10.50	15.30
Transfer out of employee related liabilities on transfer of employees	Jubilant Ingrevia Limited	-	1.95	0.57	0.39
	Jubilant Bhartia Foundation	-	-	0.33	-
	Total	-	1.95	0.90	0.39
Remuneration (including perquisites)	Manu Ahuja (Whole-time Director)	-	56.23	66.17	50.38
	Umesh Sharma (Chief Financial Officer)	2.75	15.92	14.93	15.35
	Abhishek Mishra (Company	-	0.60	1.35	-

	Secretary)				
	Abhishek Kamra (Company Secretary)	0.21	0.25	-	-
	Jagat Sharma (Whole-time Director)	3.06	4.78	-	-
	Brijesh Kumar (Company Secretary)	0.63	1.78	-	-
	Total	6.65	79.56	82.45	65.73
Sitting fees	Shivpriya Nanda (Director)	-	0.86	0.85	0.35
	Sanjanthi Sajan (Director)	0.30	-	-	-
	Radhey Shyam Sharma (Director)	0.60	1.32	1.08	0.38
	Ravinder Pal Sharma (Director)	0.60	1.33	1.12	0.40
	Total	1.50	3.51	3.05	1.13
Reimbursement of expenses	Jubilant Enpro (P) Limited	-	1.00	2.42	-
	Jubilant Pharmova Limited	-	1.21	-	-
	Jubilant HollisterStier LLC, USA	0.13	0.90	0.99	-
	Jubilant Pharma Holdings Inc.	0.10	0.45	-	-
	Jubilant Life Sciences (USA) Inc., USA	-	0.39	-	-
	Jubilant Cadista Pharmaceuticals Inc.	-	0.07	-	-
	Total	0.23	4.02	3.41	-
Sale of fixed assets	Jubilant Ingrevia Limited	-	-	134.71	-
Receivable against sale of assets	Jubilant Ingrevia Limited	-	-	10.37	-
Amount received against sale of assets	Jubilant Ingrevia Limited	10.38	10.38	-	-
Contribution towards superannuation fund	Pace Marketing Specialities Limited Officer's Superannuation Scheme Trust	0.11	0.73	0.91	1.06

Contribution towards provident fund	VAM Employees Provident Fund Trust	-	-	-	36.56
CSR expenses	Jubilant Bhartia Foundation	3.18	11.45	7.85	2.79
Other receivables	Jubilant Ingrevia Limited	2.35	2.35	2.35	4.18
Trade payables	Jubilant Pharmova Limited	33.01	4.87	8.36	-
	Jubilant Ingrevia Limited	48.01	49.09	38.34	44.90
	Jubilant HollisterStier LLC, USA	10.67	10.55	9.50	-
	Jubilant Pharma Holdings Inc.	0.49	0.46	-	-
	Jubilant Cadista Pharmaceuticals Inc.	0.07	0.07	-	-
	Jubilant Life Sciences (USA) Inc., USA	-	-	0.76	-
	Jubilant Industries Limited	-	-	-	1.12
	Total	92.25	65.04	56.96	46.02
Trade receivables	Jubilant Ingrevia Limited	0.34	0.32	0.08	0.74
	Jubilant Industries Inc. USA	-	-	-	305.90
	Total	0.34	0.32	0.08	306.64
Interest expenses on inter-corporate loan	Jubilant Enpro (P) Limited	-	-	3.14	4.68
	Jubilant Industries Limited	-	-	-	0.85
	Total	-	-	3.14	5.53
Inter-corporate loan taken	Jubilant Enpro (P) Limited	-	-	100.00	-
Repayment of inter-corporate loan taken	Jubilant Enpro (P) Limited	-	-	100.00	58.20
	Jubilant Industries Limited	-	-	-	9.90
	Total	-	-	100.00	68.10
Recovery of expenses	Jubilant Pharmova Limited	-	-	0.01	-

	Jubilant Ingrevia Limited	-	-	0.01	-
	Jubilant Bhartia Foundation	-	-	0.01	-
	Total	-	-	0.03	-
Loan payable	Jubilant Industries Limited	-	-	-	2.20
Interest payable	Jubilant Industries Limited	-	-	-	0.14
Other payables	Jubilant Pharmova Limited	-	-	-	18.14
	Jubilant Generics Limited	-	-	-	5.47
	Total	-	-	-	23.61
Equity share capital held by	Jubilant Industries Limited	-	-	-	56.09
Financial guarantee received from and outstanding at the end of the year	Jubilant Industries Limited	-	-	-	2,879.65

** The amalgamations contemplated in the Scheme have been given effect from the Appointed Date (i.e. July 1, 2022).*

For details of the related party transactions, as per the requirements under Ind AS 24 '*Related Party Disclosures*' issued by the ICAI, see the chapter titled "*Financial Statements*" on page 93.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group or our Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business, from the date of approval of the Scheme by the NCLT on August 7, 2024 till the date of this Draft Information Memorandum.

Weighted average price at which the Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Information Memorandum

The weighted average price at which Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Information Memorandum is:

Name	No. of Equity Shares acquired	Weighted average price per Equity Share (in INR)
Mr. Hari Shanker Bhartia	20,873	NA*
Mr. Shyam Sunder Bhartia	72,825	NA*

**allotted pursuant to the Scheme*

Average cost of acquisition

Not applicable, since the shares have been acquired pursuant to the Scheme.

Issue of equity shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Information Memorandum, except as set forth below:

Date of allotment	No. of Equity Shares allotted	Face Value per Equity Share (INR)	Premium per Equity Share (INR)	Nature of allotment	Nature of consideration
November 04, 2024	1,50,67,101*	10	Nil	Allotment of Equity Shares pursuant to the Scheme	

** Allotment to the Eligible Shareholders of JIL. For further details of the Scheme, see chapter titled "Composite Scheme of Arrangement" on page 42.*

Spilt or consolidation

Our Company has not undertaken split or consolidation of the Equity Shares in the one year preceding the date of this Draft Information Memorandum.

SECTION III – RISK FACTORS

RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Draft Information Memorandum, including the risks and uncertainties described below.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our Company's business, results of operations and financial condition could suffer, the price of the Equity Shares could decline, and all or part of your investment may be lost. Unless otherwise stated our Company is not in a position to specify or quantify the financial or other risks mentioned herein. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 48, 45, 94 and *93, respectively, as well as the other financial and statistical information contained in this Draft Information Memorandum.*

RISKS RELATING TO OUR COMPANY'S BUSINESS

INTERNAL RISK FACTORS

1. Our Company is involved in certain legal and tax proceedings. An adverse outcome in such proceedings may have an adverse effect on our business, results of operations and financial condition.

Our Company is currently involved in certain criminal, civil and tax proceedings in India. These proceedings are pending at different levels of adjudication before various courts and tribunals. We can give no assurance that these proceedings will be decided in our favour and we may incur significant expenses and management time in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If any new developments arise, for example, a change in Indian law or rulings against us by the appellate courts or tribunals, we may face losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities. If such claims are determined against us, there could be an adverse effect on our reputation, business and financial condition, which may adversely affect the trading price of our Equity Shares.

For further details of these legal proceedings, please see "*Outstanding Litigation and Material Developments*" on page 95.

2. Our Company operates in a competitive business environment in each of its business segments and if we are unable to respond adequately to the increased competition that we may face in the future we will lose market share and our revenues or profits will have an adverse impact.

The Company operates in a competitive business environment in each of its business segments. Climatic conditions have a pivotal role to play in agri products prospects. Uncertainty in monsoons and non-uniform distribution of rainfall has repercussions like sudden change in cropping pattern, pest attack and changes in output prices of commodities. All these factors highly impact the demand and supply balance of fertilizers.

In addition, price movements in the international market for alternatives to SSP such as DAP and NPK complexes, poses risk in the form of consumer preference for these alternative products thereby impacting demand for SSP.

The SSP demand is influenced by the availability and import prices of other bulk phosphatic fertilizers like DAP and NPK complex which create intense competition in the market and an alternative to the farmer.

Further, the increase of international price of raw material like rock phosphate, sulphur also affect the SSP selling price while giving an opportunity to the farmer to opt for alternative products such as DAP or NPK.

The Government's Nutrient Based Subsidy Scheme and guidelines will also impact the demand and selling price of SSP.

In consumer product business, low involvement of consumer and price sensitivity makes the Company dependent on channel and influencer partners for creating demand for its products. The Company has worked out strategies to expand its distribution channel, build up product portfolio in high growth segments and strengthen brand usage among influencers with loyalty programs and various interactive marketing initiatives. The Company will also embark on a brand affinity building drive with end consumers to establish our brand 'Jivanjor' as a strong player in the adhesives category in their consideration set.

In the food polymers and latex business, the Company contends with international competition including China benefiting from cost advantages. Additionally, export-oriented activities face rivalry from European counterparts within an industry experiencing limited growth, resulting in pricing pressures among the top players. Despite these hurdles, robust customer and account management initiatives have secured long term commitments, driving profitable outcomes in FY 2023-24. Plans are in place to replicate this success and sustain growth in the coming years.

Rising input prices amidst inflationary market conditions pose a risk to the Company's ability to remain price competitive and build profitability to drive future growth. Volatility in prices of raw materials any surge in logistics cost may have a significant impact on operating margins.

The Company continues to take initiatives to reduce costs by business excellence initiatives, value engineering in raw material and packing material with support of R&D and alternate suppliers. Wherever feasible, the Company is entering into long term contracts with volume and price commitments with suppliers/PSUs. Alternative supply sources are being identified to negate the adverse impact of short supply of raw materials and R&D initiatives being evaluated to develop cheaper and easily available alternatives. The focus is also on improving profitability by increasing supply chain and R&D effectiveness, thereby reducing manufacturing costs.

3. ***Our operations depend on the availability of timely and cost-efficient transportation and other logistic facilities and any prolonged disruption may adversely affect our business and results of operations.***

Our operations depend on the timely transportation of raw materials to our manufacturing facilities and of our finished products to our customers and distributors. We use a combination of road, sea and air transport for such purposes, which are subject to various bottlenecks and other hazards beyond our control, including customs, weather, strikes or civil disruptions. We typically rely on third party transportation providers and engage carrying and forwarding agents to supply most of our raw materials and to deliver products to our customers. Any failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have an adverse effect on our business and results of operations. For instance, the movement of bulk fertilizers requires timely availability of carriers and railway wagons (rakes) which at times get affected due to movement of other commodities at the same time. We rely on freight forwarders to deliver our product and do not have formal contractual relationships with our freight forwarders. The pricing for freight is also negotiated and agreed to on spot basis.

4. ***As part of our growth strategy, we may make significant investments to expand production capacity and service capabilities and acquire and develop new businesses and products, and if we are unable to implement these investments and developments in a timely manner, our business and results of operations could be adversely affected.***

As a part of its growth strategy, the Company makes investments to expand capacity and service capabilities and focuses on removing bottlenecks in the existing plants. These improvements helped in generation of additional capacity with the available resources in adhesives, SPVA plants. Capacity rationalization, through new equipment, have been done in the latex plant. This is critical to achieve our business objectives of driving growth and maintaining market leadership. Non-availability of sufficient capacity due to delayed commissioning, cost overruns and inability to deliver as per standards can significantly impact achievement of revenue targets, margins and expected return on investment. It can also result in customer dissatisfaction and an adverse impact on reputation. Uncontrollable breakdowns and idle capacities may contribute to inefficiencies in the manufacturing process. Similarly, unutilized capacity for short periods due to power breakdown, unavailability of labour, transport strike etc. may impact the ability to meet customer demand and garner market share.

The Company has robust processes in place to continuously monitor planned capacities and utilization ratio, aligned with good manufacturing practices and comprehensive preventive maintenance plan. The Company takes additional initiatives to commit to customer orders only after taking into consideration the key capital projects planned for execution. The Company's growth objectives are aligned with the project team execution plan. It periodically embarks on removing bottlenecks and other initiatives to improve efficiencies and build additional capacities.

A balanced portfolio in terms of customers, markets and products is critical for the Company to be able to execute business strategies and monitor the impact of decisions. Any change in customer's organization behaviour, needs or expectations may adversely impact the competitive position and margins of the Company. A high customer concentration poses a risk of sudden fall in revenue and margins and share of business due to any change in consumers' needs and trends, preference for a competitor and/or liquidity crunch due to inability to collect dues from customers.

Agri product, to meet emerging nutrient deficiency in crop produce which creates malnutrition condition, fertilizer industry in collaboration with the Government makes continuous efforts to provide nutrient rich fertilizers to farmers. This helps farmers maintain crop yields and thus get higher returns. The Company also played its role in maintaining soil health and increasing crop yields by introducing more product under FCO – Boronated SSP (granular), zincated SSP (powder), zincated SSP (granular), SSP fortified with boron and zinc (super formula – granular). We are in process of launching mono zinc, nutrimix 5% (state grade) and bio-poshan.

As a part of business planning and periodic review meetings, the Company strives to identify and explore new profitable markets for its products as well as new downstream opportunities in terms of applications and alternative uses of the products available in its portfolio. Food polymers and latex business, an overdependence on single product or few customers, may adversely impact the realization of long term business objectives in the event of any regulation limiting the end use application. We continue to address this issue by adding newer customers as well as applications to the portfolio. Efforts on the food polymers continue but the challenge remains due to a limited customer base where a few customers hold a majority share. Failure to effectively/ optimally utilize co-products as per strategy may result in inventory build-up, distress sale and forced losses.

5. *R&D effectiveness*

Innovation in terms of new products, new applications and new cost saving techniques of manufacturing and building a robust product pipeline is critical to the success of the Company. Failure in innovation and inability to build a robust product pipeline, which can be commercialized in a timely manner, may adversely impact the Company's competitive position. Risk of developing products which do not meet the required quality parameters may also significantly impact the Company's reputation and result in loss of future business. It is equally critical for the business to innovate new applications to maintain its leadership position.

6. *Regulatory Compliance*

We need to comply with a broad range of statutory compliances like obtaining approvals, licenses, registrations and permits for smooth working of our business, and failure to obtain or renew them in a timely manner may adversely impact the routine operations. For businesses like latex and SPVA, compliance has become a critical factor due to ever increasing demand from customers to obtain international approvals and licenses. Failure to achieve regulatory approval of new products can mean that we do not recoup our R&D investment through the sale of final products. Any change in regulations or reassessment of safety and efficacy of products based on new scientific knowledge or other factors could result in the amendment or withdrawal of existing approvals to market our products, which in turn could result in revenue loss.

We have adopted measures to address these stricter regulations by increasing the efficiency of our R&D process, reducing the impact of extended testing and making our products available in time.

In food polymers business, plans have been implemented to comply with regulations that have come in force in the recent past, both in India and in relevant markets. Further, developments in the regulatory space are being continuously monitored.

7. *Business Interruption*

The Company has four manufacturing facilities, two in Uttar Pradesh (Gajraula and Sahibabad), one in Rajasthan (Kapasan, Chittorgarh) and one in Gujarat (Savli, Vadodara). Any disruption or stoppage of work at these facilities will adversely affect our business. Besides, the presence of a majority of the workforce in the residential colony adjoining our plant premises ensures sustenance of plant operations under challenging circumstances.

In food polymers business, adequate finished goods inventory is being maintained at stock points within the factory, as also close to the main markets/customers, to maintain supplies to customers in the event of any stoppage of manufacturing operations. This inventory cover, however, would be for a limited period. The risk of impact on business in case of a prolonged stoppage/interruption of operations remain.

Butadiene is one of the major raw materials used for production of VP & SBR lattices. Butadiene is currently available from limited manufacturers in the country. Being gaseous in nature it is not possible to import butadiene in small parcels and there is limitation of storage, hence procured from domestic suppliers only. If there is an issue with the availability of butadiene due to an unplanned shut-down taken by domestic suppliers, the production of lattices would be affected adversely. To mitigate this risk, we have business relationships with multiple suppliers and keep an adequate inventory of butadiene. We are also exploring to enhance the storage capacity of butadiene at plant. Industrial All Risk insurance protection has been taken by our Company to ensure continuity in its earning capacity.

EXTERNAL RISK FACTORS

8. The outbreak of a pandemic or outbreak of an infectious disease or any other serious public health concerns worldwide could have potential impact on our business, financial condition and results of operations.

The outbreak, or threatened outbreak, of any severe communicable disease could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations.

9. A significant change in the Government of India's economic liberalization, deregulation and fertilizer subsidy policies could adversely affect our business and the price of our Equity Shares.

A large part of our agri business and customers are located in India or are related to and influenced by the Indian economy and fertilizer subsidy policy. The Government has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the fertilizer subsidy, internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the ruling party of the Government and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business.

Fertilizers being partly subsidized important agri input are subject to government regulations. Any changes in government policies need creation of awareness among dealers, retailers, and farmers etc. to ensure smooth implementation at ground level. Changes in the rainfall patterns also affect the business directly. The major change in fertilizer sector policy is that of direct benefit transfer, training of retailers/farmers and information sharing with sales staff is crucial for smooth business functioning and to avoid any gaps.

The Company derives sales and procures materials from countries that may be adversely affected by political or economic instability, major hostilities or acts of terrorism. Any such event may adversely affect the Company's financial condition, results of operations and profitability. Moreover, as the Company exports and imports a substantial number of products and raw materials, the Company may be denied access to customers or suppliers. The Company may also be denied the ability to ship products from any of its sites if the borders of the countries are closed due to political or economic instability or acts of terror, in such countries. This may adversely affect the Company's financial condition, results of operations, profitability.

10. Change in market dynamics and foreign currency fluctuations may impact our operations and profitability

Our inability to accurately forecast key trends or changes taking place in the world market or any failure to deal with these changes may adversely impact our operations. Our production capacity may not be aligned with market demand. Insufficient capacity may threaten our ability to meet demand and be competitive and excess capacity may threaten our ability to generate competitive profit margins.

Foreign currency exposures arising out of international revenues and import of key raw materials could adversely impact the profit margins of the Company. Depreciating rupee poses a risk of imports becoming dearer and raw materials more expensive. Further, volatility and uncertainty in forex rates creates challenges in determining the right price of the product in the market. Inability of the Company to pass-on the impact of fluctuation in foreign currency on its customer may impact the profitability of the Company.

The Company undertakes regular currency hedging to cover potential exposure that may arise from foreign currency fluctuations as the net foreign currency exposure is not significant.

11. Any deterioration in the general economic conditions in India and globally could adversely affect our business and results of operations.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the Government towards our banking and finance industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

12. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, across the multiple jurisdictions we operate in, may materially adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For example:

- the GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit among other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the

GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us; and

- the Government has implemented a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure pursuant to the Constitution (One Hundred and First Amendment) Act, 2016. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

13. Terrorist attacks, civil disturbances, extremities of weather, natural calamities, epidemic situations, regional conflicts, other political instability and war involving India and other countries may have adverse effects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

In addition, any deterioration in relations between India and land border sharing countries might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares. India has also witnessed civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

14. Instability in financial markets could materially and adversely affect our results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil due to COVID-19, led to a loss of investor confidence in worldwide financial markets, earlier in 2020. Indian financial markets had also experienced the contagion effect of the global financial turmoil at that time, evident from the sharp decline in NSE's NIFTY/ BSE's SENSEX benchmark index. Any prolonged financial crisis in future, may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

15. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and tightened margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

16. There is no prior trading history for the Equity Shares and further significant trading volumes of the Equity Shares on the Stock Exchanges on listing could impact the price of our Company's Equity Shares.

Since the Equity Shares have not been previously traded, their market value is uncertain. Following admission, the market price of the Equity Shares may be volatile. Our Company's operating results and prospects from time to time may be below the expectations of market analysts and investors. At the same time, market conditions may affect the price of our Company's Equity Shares regardless of the operating performance of our Company. Stock market conditions are affected by many factors, such as general economic and political conditions, terrorist activity, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards the retail market and the supply and demand of capital.

Following admission of our Equity Shares for trading on the Stock Exchanges, there may be a period of relatively high volume trading in the Equity Shares. A high volume of sales of our Equity Shares on the Stock Exchanges after admission, or the perception that these sales might occur, could result in volatility in the market price of our Equity Shares.

17. Rapid and volatile changes in market affecting our demand and planning forecasts may have an adverse effect on our business, results of operations and financial condition.

Our business depends on our estimate of the long-term demand for our products from our customers. Rapid and volatile changes in the market can undermine the long term planning of sales production and inventory thereby affecting the results of our operations and financial situation. If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. While we forecast the demand for our products and accordingly plan our production volumes, any error in our forecast could result in surplus stock, which may not be sold in a timely manner. Our inability to match forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

SECTION IV – INTRODUCTION

ISSUE DETAILS

The Allahabad Bench of the Hon'ble National Company Law Tribunals vide its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 (a certified copy of which was received on September 3, 2024) has approved the compromise scheme of arrangement ("**Scheme**") between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (together, the "**Amalgamating Companies**"), Jubilant Industries Limited ("**JIL**") and the Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act.

The Scheme provides for:

(i) amalgamation of the Amalgamating Companies into JIL pursuant to Part B of the Scheme ("**Amalgamation-1**").

Upon Amalgamation-1 coming into effect, JIL will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it pursuant to Amalgamation-1.

(ii) following Amalgamation-1, the amalgamation of JIL into the Company pursuant to Part C of the Scheme ("**Amalgamation-2**").

Upon Amalgamation-2 coming into effect, the Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it pursuant to Amalgamation-2.

In consideration of Amalgamation-2 and as per the Scheme, 1,50,67,101 Equity Shares of our Company were allotted to the Eligible Shareholders of JIL as on the Amalgamation-2 Record Date (i.e. October 28, 2024). The Equity Shares allotted pursuant to the Scheme shall be listed and admitted to trading on the BSE and NSE. No Equity Shares are proposed to be sold or offered pursuant to this Draft Information Memorandum.

SUMMARY OF FINANCIAL STATEMENTS

Restated Audited Balance Sheet of the Company is as under:

(INR, in Lacs)

Particulars	Stub Period ended June 30, 2024* (Consolidated)	FY 2023-24* (Consolidated)	FY 2022-23* (Consolidated)	FY 2021-22 (Standalone)
I. Assets				
(1) Non-Current Assets	19,221	18,270	19,114	19,081
(2) Current Assets:				
(a) Cash and cash equivalents	302	1,521	529	112
(b) Bank Balance other than (a) above	17	17	15	6
(c) Other Current Assets	60,145	54,686	48,215	48,249
Total Assets	**79,685**	**74,494**	**67,873**	**67,448**
II. Equity and Liabilities				
Equity				
(a) Equity share capital	1,507	1,507	1,507	561
(Issued and pending for allotment)				
(b) Other Equity	24,596	22,020	18,771	14,181
Total Equity	**26,103**	**23,527**	**20,278**	**14,742**
Liabilities				
(1) Non-current liabilities	5,015	4,899	6,250	7,665
(2) Current Liabilities				
(a) Trade Payable	21,039	18,925	17,457	27,273
(b) Other Current Liabilities	27,528	27,143	23,888	17,768
Total Equity and Liabilities	**79,685**	**74,494**	**67,873**	**67,448**

** The amalgamations contemplated in the Scheme have been given effect from the Appointed Date (i.e. July 1, 2022).*

Restated Statement of Profit and Loss of the Company is as under:

(INR, in Lacs)

Particulars	Stub Period ended June 30, 2024* (Consolidated)	FY 2023-24* (Consolidated)	FY 2022-23* (Consolidated)	FY 2021-22 (Standalone)
Revenue from operations	35,814	1,25,326	1,46,708	1,15,517
Other Income	93	142	290	97
Total Income	**35,907**	**1,25,468**	**1,46,998**	**1,15,614**
Expenses				
Cost of material consumed	19,335	68,622	94,845	72,276
Purchase of stock-in-trade	1,224	3,251	2,567	1,867
Change in inventories	(1,138)	(907)	(1,836)	(3,087)
Employee benefits expense	3,478	12,980	10,627	9,552
Finance costs	412	1,964	1,940	1,467
Depreciation	391	1,505	1,421	1,268
Other Costs	8,691	30,658	30,379	24,764
Total Expenses	**32,393**	**1,18,073**	**1,39,943**	**1,08,107**
Profit/(Loss) before tax from continuing operations before exceptional items and tax	**3,514**	**7,395**	**7,055**	**7,507**
Exceptional items	-	3,348	**-**	**-**
Profit/(Loss) before tax from continuing operations before tax	**3,514**	**4,047**	**7,055**	**7,507**
Tax Expense				
(a) Current tax	757	33	83	-
(b) Deferred tax expense/ (income)	160	946	2,132	1,839
(c) Income Tax Earlier Year	**-**	**-**	**-**	**-**
Profit/(Loss) for the period from continuing operations	**2,597**	**3,068**	**4,840**	**5,668**
Discontinued operations:				
Profit/(Loss) from discontinued operations	(26)	(96)	1,094	**-**
Total Expense of discontinued operations	**-**	**-**	65	**-**
Profit/(Loss) for the period from discontinued operations	(26)	**(96)**	**1,029**	**-**
Profit/(Loss) for the period from continuing operations and discontinued operations	**2,571**	**2,972**	**5,869**	**5,668**
Other Comprehensive Income	(5)	(29)	(23)	(27)
Total Comprehensive Income for the period	**2,566**	**2,943**	**5,846**	**5,641**
Earnings per equity share				
From Continuing Operations:				
Basic (Nominal value of INR 10 each)	17.23	20.36	43.34	101.06
Diluted (Nominal value of INR 10 each)	16.98	20.12	42.84	101.06
From Discontinued Operations:				
Basic (Nominal value of INR 10 each)	(0.17)	(0.64)	7.09	-
Diluted (Nominal value of INR 10 each)	(0.17)	(0.64)	7.01	-

From Continuing Operations and Discontinued Operations:				
Basic (Nominal value of INR 10 each)	17.06	19.72	50.43	101.06
Diluted (Nominal value of INR 10 each)	16.81	19.48	49.85	101.06

** The amalgamations contemplated in the Scheme have been given effect from the Appointed Date (i.e. July 1, 2022).*

Restated Statement of Cash Flow of the Company is as under:

(INR, in Lacs)

Particulars	Stub Period ended June 30, 2024* (Consolidated)	FY 2023-24* (Consolidated)	FY 2022-23* (Consolidated)	FY 2021-22 (Standalone)
A. **Cash flow from operating activities**				
Net profit before tax and extraordinary items	3,488	3,951	8,149	7,507
Adjustments	813	3,975	2,487	2,808
Operating loss before working capital changes	4,301	7,926	10,636	10,315
Add: Working Capital Changes:				
Increase/ (decrease) in other financial assets	(4,804)	(1,371)	(5,409)	(13,207)
Increase/ (decrease) in trade payables	(353)	(4,777)	4,733	(13,307)
Increase/ (decrease) in other current liabilities	3,484	6,336	(8,264)	19,011
Cash generated from/(used in) operations	2,628	8,114	1,696	2,812
Income Tax Paid	(303)	(553)	(13)	(6)
Net cash flow from / (used in) operating activities	2,325	7,561	1,683	2,806
B. **Net cash flow from / (used in) investing activities**	(684)	(1,868)	(1,821)	(2,170)
C. **Net cash flow from / (used in) financing activities**	(2,859)	(4,703)	146	(1,007)
D. **Exchange difference in translating the financial statements**	(1)	2	(24)	-
Net increase/(decrease) in cash and cash equivalents	(1,219)	992	(16)	(371)
Cash and Cash Equivalents, Beginning of the year	1,521	529	112	483
Add: Amount transferred pursuant to Scheme	-	0	433	-
Cash and Cash Equivalents, Ending of the year	**302**	**1,521**	**529**	**112**

**** The amalgamations contemplated in the Scheme have been given effect from the Appointed Date (i.e. July 1, 2022).***

GENERAL INFORMATION

Our Company was incorporated as a private limited company under the Companies Act, 1956, in Uttar Pradesh under the name "Canonical Infotech Solutions Private Limited" pursuant to a certificate of incorporation dated August 21, 2008 issued by the Deputy Registrar of Companies, Uttar Pradesh and Uttaranchal. The name of the Company was changed from its initial name of "Canonical Infotech Solutions Private Limited" to "Jubilant Agri and Retail Private Limited" by a fresh certificate of incorporation consequent upon change of name dated March 7, 2011 issued by the Assistant Registrar of Companies, Uttar Pradesh and Uttaranchal. Thereafter, the name of the Company was again changed from "Jubilant Agri and Retail Private Limited" to "Jubilant Agri and Consumer Products Private Limited" by a fresh certificate of incorporation consequent upon change of name dated May 6, 2011 issued by the Registrar of Companies, Uttar Pradesh and Uttaranchal. Subsequently, the name of the Company was again changed from "Jubilant Agri and Consumer Products Private Limited" to its current name of "Jubilant Agri and Consumer Products Limited" by a fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated May 10, 2011 issued by the Assistant Registrar of Companies, Uttar Pradesh and Uttaranchal. For further details, see the chapter titled "*History and Corporate Structure*" on page 60.

Registered Office of our Company

Bhartiagram, Gajraula, District – Amroha, Uttar Pradesh – 244223, India
Tel No.: +91 5924-267437

Corporate Office of our Company

Plot No. 142, Chimes, 3rd Floor, Sector 44, Gurugram, Haryana – 122003, India
Tel No.: +91 124-2577229

Registration Number: 035862

Corporate Identity Number (CIN): U52100UP2008PLC035862

Registrar of Companies

Our Company is registered with the Registrar of Companies, Kanpur, Uttar Pradesh at 37/17, Westcott Building, The Mall, Kanpur – 208001, Uttar Pradesh

Board of Directors

The Board of Directors of our Company as on the date of this Draft Information Memorandum are as under:

S. No.	Name & Designation	DIN	Address
1.	Mr. Priyavrat Bhartia (Non-executive Director)	00020603	19, Friends Colony (West), New Delhi - 110065, India
2.	Mr. Shamit Bhartia (Non-executive Director)	00020623	19, Friends Colony (West), New Delhi - 110065, India
3.	Mr. Mohandeep Singh (Whole-time Director & CEO)	10661432	Flat No. 702, Tower-8, Unitech Harmony, Sector 50, Gurgaon - 122018
4.	Mr. Ravinder Pal Sharma (Non-executive, Independent Director)	03411214	M-337, Guru Harkishan Nagar, Paschim Vihar, New Delhi – 110087, India
5.	Mr. Radhey Shyam Sharma (Non-executive, Independent Director)	00013208	B3-1102, The World Spa (W), Sector-30, Gurgaon - 122001, Haryana, India
6.	Ms. Sanjanthi Sajan (Non-executive, Independent Director)	00431379	Poovayya House, 25/1, 1st Cross Ulsoor Road, Bangalore – 560042, Karnataka, India.

For further details, see the section titled "*Our Management*" on page 67.

Company Secretary and Compliance Officer

Mr. Brijesh Kumar is the Company Secretary and Compliance Officer of our Company and his contact details are as follows:

Jubilant Agri and Consumer Products Limited
Plot. No. 142, Chimes, 3rd Floor, Sector 44, Gurugram-122003, Haryana, India
Tel No.: +91 124-2577229
Email: brijesh.kumar5@jubl.com
Website: www.jacpl.co.in

Registrar and Transfer Agent

Alankit Assignments Limited is the Registrar and Transfer Agent of our Company and their contact details are as follows:

Mr. J. K. Singla
Alankit Assignments Limited
205-208 Anarkali Complex, Jhandewalan Extension, New Delhi-110055
Tel No.: +91-11-23541234, 42541234
Email: rta@alankit.com
Website: www.alankit.com
SEBI Registration Number: INR000002532

Statutory Auditors

BGJC & Associates, LLP, Chartered Accountants are the Statutory Auditors of our Company and their contact details are as follows:

Mr. Pranav Jain
BGJC & Associates LLP, Chartered Accountants
Raj Tower – 1, G – 1,
Alaknanda Community Center,
New Delhi – 110024
Tel No.: +91 11 26025140
Email: bgjc@bgjc.in
Firm registration number: 003304N/N500056
Peer review number: 013638

Change in Auditors

There has been no change in the Auditors of our Company since the last 3 (three) years.

Filing

A copy of this Draft Information Memorandum has been filed with NSE and BSE and thereafter, a copy of the Information memorandum shall be filed with NSE and BSE.

Authority for Listing

The NCLT, through its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 (certified copy of which was received on September 3, 2024), sanctioned the Scheme. In accordance with the Scheme, the Equity Shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the Stock Exchanges. Such admission and listing is not automatic and will be subject to fulfilment of the respective listing criteria of NSE and BSE by our Company and also subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of the application made by our Company to the Stock Exchanges for seeking approval for listing.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria prescribed under the SEBI ICDR Regulations are not applicable. However, SEBI vide its letter number [.] dated [.], granted relaxation of Rule 19(2)(b) of the SCRR to our Company pursuant to an application made by our Company to SEBI under sub-rule (7) of Rule 19 of the SCRR as per the SEBI Master Circular. This Draft Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to NSE and BSE and the Information Memorandum shall be made available to public through the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. Our Company shall also make the Information Memorandum available on its website at www.jacpl.co.in. Our Company shall also publish an advertisement in the newspapers containing the details in terms of Para 5 of Part II A. of the SEBI Master Circular. The advertisement shall draw specific reference to the availability of the Information Memorandum on our Company's website.

Prohibition by SEBI

Our Company, its Promoters, its Promoter Group, its directors have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Further, none of our Directors or Promoters is a director or promoter of any other company which is currently debarred from accessing the capital market by SEBI.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in this Draft Information Memorandum or in the advertisements to be published in terms of Para 5 of Part II A. of the SEBI Master Circular or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

Share Capital of our Company prior to the Effective Date:

Authorized Share Capital	**Amount (INR)**
58,24,000 Equity Shares of INR 10/- each.	5,82,40,000
26,23,617 10% optionally convertible non-cumulative redeemable preference shares of INR 10/- each.	2,62,36,170
10,00,000 10% non-cumulative redeemable preference shares of INR 10/- each.	1,00,00,000
Total	**9,44,76,170**

Issued, Subscribed and Paid-up Share Capital	**Amount (INR)**
56,08,552 Equity Shares of INR 10/- each.	5,60,85,520
Total	**5,60,85,520**

Share Capital of our Company upon the Effective Date:

Authorized Share Capital	**Amount (INR)**
7,79,77,617 Equity Shares of INR 10/- each.	77,97,76,170
Total	**77,97,76,170**

Issued, Subscribed and Paid-up Share Capital	**Amount (INR)**
1,50,67,101 Equity Shares of INR 10/- each.	15,06,71,010
Total	**15,06,71,010**

Notes:

(1) The share capital of our Company upon the Effective Date is as on the date of this Draft Information Memorandum.

(2) The Scheme defines the Effective Date for Amalgmation-1 as such date or dates as of which the Amalgamating Companies and JIL have filed the certified copy of the NCLT's order sanctioning the Scheme with the RoC (which date is September 4, 2024).

(3) The Scheme also defines the Effective Date for Amalgmation-2 as such date or dates as of which JIL and the Company have filed the certified copy of the NCLT's order sanctioning the Scheme with the RoC (which date is October 3, 2024).

(3) Upon the Effective Date for Amalgamation-1, the Amalgamating Companies were amalgamated into JIL pursuant to which the shareholders of the Amalgamating Companies became equity shareholders of JIL to the extent of their respective shareholding in the Amalgamating Companies prior to the Effective Date for Amalgamation-1. There was neither 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.

(4) Following Amalgamation-1 and upon the Effective Date for Amalgamation-2, JIL was amalgamated into the Company pursuant to which the equity shareholders of JIL became equity shareholders of the Company to the extent of their respective equity shareholding in JIL prior to the Effective Date for Amalgamtion-2. In other words, a mirror of shareholding pattern of JIL will be created in the Company.

(5) The Company was a wholly owned subsidiary of JIL and upon the Effective Date for Amalgamation-2, 56,08,552 Equity Shares of INR 10/- each of the Company held by JIL and its nominees were cancelled and simultaneously and concurrent with such cancellation, the Company issued and allotted Equity Shares, such that for every one fully paid-up equity share of INR 10/- of JIL held by the Eligible Shareholders of JIL as on the Amalgamation-2 Record Date, one fully paid-up Equity Share of INR 10/- was issued and allotted by the Company, to each Eligible Shareholders of JIL. Accordingly, the Company issued 1,50,67,101 Equity Shares having face value of INR 10/- each aggregating to a nominal value of INR 15,06,71,010, pursuant to the Scheme. For further details regarding the Scheme, see the section titled "Composite Scheme of Arrangement" on page 42.

(6) *The combination of the authorized share capital of JIL into the Company and the reclassification of the authorized share capital of the Company thereafter has been undertaken pursuant to Clause 12 of Part C of the Scheme.*

NOTES TO CAPITAL STRUCTURE

1. Changes in Authorized Share Capital of our Company

Date of Shareholders' Meeting	Particulars	Cumulative No. of Shares	Face Value (INR)	Authorized Share Capital (INR)
August 21, 2008 (Incorporation)	INR 1,00,000/- comprising 10,000 Equity Shares of INR 10/- each, aggregating to INR 1,00,000/-	10,000	10	1,00,000/-
March 25, 2011	Increased from INR 1,00,000/- to INR 5,00,000/- comprising 50,000 Equity Shares of INR 10/- each, aggregating to INR 5,00,000/-	50,000	10	5,00,000/-
May 3, 2011	Increased from INR 5,00,000/- to INR 10,00,000/- comprising 1,00,000 Equity Shares of INR 10/- each, aggregating to INR 10,00,000/-	1,00,000	10	10,00,000/-
February 25, 2012	Increased from INR 10,00,000/- to INR 2,00,00,000/- comprising: - 1,00,000 Equity Shares of INR 10/- each, aggregating to INR 10,00,000/- - 19,00,000 10% Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 1,90,00,000/-	20,00,000	10	2,00,00,000/-
March 4, 2013	Increased from INR 2,00,00,000/- to INR 3,00,00,000/- comprising: - 1,00,000 Equity Shares of INR 10/- each, aggregating to INR 10,00,000/- - 29,00,000 10% Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 2,90,00,000/-	30,00,000	10	3,00,00,000/-
December 5, 2018	Increased from INR 3,00,00,000/- to INR 6,10,00,000/- comprising: - 32,00,000 Equity Shares of INR 10/- each, aggregating to INR 3,20,00,000/- - 19,00,000 10% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 1,90,00,000/- - 10,00,000 10% Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 1,00,00,000/-	61,00,000	10	6,10,00,000/-
May 30, 2019	Increased from INR 6,10,00,000/- to INR 9,44,76,170/- comprising: - 58,24,000 Equity Shares of INR 10/- each, aggregating to INR 5,82,40,000/- - 26,23,617 10% Non-Cumulative	94,47,617	10	9,44,76,170/-

	Redeemable Preference Shares of INR 10/- each, aggregating to INR 2,62,36,170/- - 10,00,000 10% Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 1,00,00,000/-			
October 3, 2024 (Effective Date for Amalgamation-2)	INR 77,97,76,170/- pursuant to the combination of the authorised share capital; of JIL into the Company under Clauses 12.1 and 12.2 of Part C of the Scheme, comprising: - 7,43,54,000 Equity Shares of INR 10/- each, aggregating to INR 74,35,40,000/- - 10,00,000 10% Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 1,00,00,000/- - 26,23,617 10% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- each, aggregating to INR 2,62,36,170/-.	7,79,77,617	10	77,97,76,170/-
October 3, 2024 (Effective Date)	INR 77,97,76,170/- pursuant to the reclassification of the authorised share capital of the Company under Clause 12.3 of Part C of the Scheme, comprising 7,79,77,617 Equity Shares of INR 10/- each, aggregating to INR 77,97,76,170/-	7,79,77,617	10	77,97,76,170/-

2. Share Capital History of our Company

A. The details of the existing Share Capital of our Company are as follows:

Date of allotment	Name of allotee	Nature of allotment	No. of shares allotted	Face Value (INR)	Issue Price (INR)	Premium (INR)	Cumulative No. of Shares	Cumulative Paid-up Capital (INR)	Form of consideration
August 21, 2008	Siddhartha Singh	Subscription to MoA	2,500	10	10	-	2,500	25,000	Cash
August 21, 2008	Zeeshan Akhtar	Subscription to MoA	2,500	10	10	-	5,000	50,000	Cash
August 21, 2008	Samit Mansoor Qazi	Subscription to MoA	2,500	10	10	-	7,500	75,000	Cash
August 21, 2008	Sanjay Kumar Singh	Subscription to MoA	2,500	10	10	-	10,000	1,00,000	Cash
March 31, 2011	JIL	Preferential allotment	40,000	10	10	-	50,000	5,00,000	Cash
December 24, 2018	JIL	Rights issue	13,89,435	10	135.95	125.95	14,39,435	14,39,4350	Cash
May 30, 2019	JIL	Issue of Equity Shares pursuant to conversion of Optionally	26,23,617	10	10	-	40,63,052	4,06,30,520	Conversion of Preference Shares

Date of allotment	Name of allotee	Nature of allotment	No. of shares allotted	Face Value (INR)	Issue Price (INR)	Premium (INR)	Cumulative No. of Shares	Cumulative Paid-up Capital (INR)	Form of consideration
		Convertible Non-cumulative Preference Shares							
March 21, 2020	JIL	Rights issue	7,00,000	10	135.95	125.95	47,63,052	4,76,30,520	Cash
October 16, 2020	JIL	Rights issue	8,45,500	10	133	123	56,08,552	5,60,85,520	Cash
November 4, 2024	Refer to the above Note under "*Share Capital of our Company upon the Effective Date*" on page 32	Cancellation of Equity Shares held by JIL pursuant to the Scheme	(56,08,552)	10	NA	NA	-	-	Pursuant to Scheme
		Allotment of Equity Shares pursuant to the Scheme	1,50,67,101	10	10	NA	1,50,67,101	1,50,67,101	Pursuant to Scheme

B. Except for the allotment of Equity Shares to the Eligible Shareholders of JIL pursuant to Clause 10 of Part C of the Scheme, our Company has not issued any shares for consideration other than cash or out of revaluation reserves at any point of time.

C. The Scheme has been approved by the NCLT under Sections 230-232 and other applicable provisions of the Companies Act vide its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 (a certified copy of which was received on September 3, 2024). Upon Part C of the Scheme coming into effect on October 3, 2024, the Company allotted 1,50,67,101 Equity Shares to the Eligible Shareholders of JIL as on the Amalgamation-2 Record Date.

D. Our Company has not had an employee stock option scheme since incorporation. The "JIL Employee Stock Option Scheme 2013" and the "JIL Employee Stock Option Scheme 2018" established by JIL, as amended from time to time (together, the "**Existing ESOP Schemes**") were approved by the Board of Directors of JIL on January 21, 2013 and July 26, 2018, respectively, and by the shareholders of JIL through postal ballot, the results of which were declared on March 1, 2013 and at the AGM held on September 26, 2018. Upon the Scheme coming into effect, in respect of the stock options which have been granted (whether vested or not) but have not been exercised under the Existing ESOP Schemes as on the Effective Date, and in pursuance of adoption of the Existing ESOP Schemes by the Company in terms of Clause 5.3 of Part C of the Scheme, the Company shall grant one employee stock option, in lieu of every stock option (whether vested or unvested but have not been exercised as on the Effective Date) held by such eligible employees under the Existing ESOP Schemes. The number of options outstanding under the Existing ESOP Schemes as on the date of this Draft Information Memorandum are as under:

Particulars	JIL Employee Stock Option Scheme 2013	JIL Employee Stock Option Scheme 2018
(A) No. of options approved for grant	**5,90,000**	**5,00,000**
(B) Granted till date	4,39,318	1,80,908
(C) Less: Lapsed till date	1,64,425	-
(D) Less: Exercised till date	1,17,697	-
(E) Unvested / Unexercised Options (B-C-D)	**1,57,196**	**1,80,908**
(F) Further options that can be granted (A+C-B)	**3,15,107**	**3,19,092**

Particulars of Equity Shares issued by JIL under the Existing ESOP Schemes aggregated quarter-wise are given as under:

JIL Employee Stock Option Scheme 2013

Date	Aggregate No. of Equity Shares issued	Price Range within which Equity Shares issued
Feb 10, 2016	36,341	108.10
Feb 10, 2016	855	50.50
Oct 28, 2016	27,187	108.10
Oct 28, 2016	1,283	50.50
March 16, 2018	11,531	108.10
June 16, 2022	30,000	104
June 16, 2022	6,000	157.80
Total	**1,13,197**	

JIL Employee Stock Option Scheme 2018		
Date	**Aggregate No. of Equity Shares issued**	**Price Range within which Equity Shares issued**
Nil		

E. Issue of specified securities at a price lower than the issue price during the preceding one year: Not Applicable.

3. Shareholding Pattern of our Company

A. The shareholding pattern of our Company prior to the Effective Date:

S.No.	Name of Shareholder	No. of Equity Shares	% shareholding
1.	JIL	56,08,545	100.00
2.	JIL jointly with Mr. Parveen Kumar Goyal	1	0.00
3.	JIL jointly with Mr. Prakash Chandra Bisht	1	0.00
4.	JIL jointly with Mr. Umesh Sharma	1	0.00
5.	JIL jointly with Mr. Sanjay Das	1	0.00
6.	JIL jointly with Mr. Arun Kumar Sharma	1	0.00
7.	JIL jointly with Mr. Ashwani Malhotra	1	0.00
8.	JIL jointly with Mr. Takesh Mathur	1	0.00
Total		**56,08,552**	**100.00**

B. The shareholding pattern of our Company as on the date of this Draft Information Memorandum (i.e. after the cancellation and allotment of Equity Shares pursuant to the Scheme upon the Effective Date) is set out below:

No.	Category & Name of the Shareholders	No. of shares	% of shares
(A)	**Shareholding of Promoter and Promoter Group**		
1	**Indian**		
(a)	Individuals/ Hindu Undivided Family	28,498	0.19
(b)	Central Government/ State Government(s)	-	-
(c)	Bodies Corporate	1,11,65,314	74.10
(d)	Financial Institutions/ Banks	-	-
(e)	Any Others (Specify)	-	-
	Sub Total(A)(1)	**1,11,93,812**	**74.29**
2	**Foreign**		
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	72,825	0.48
B	Bodies Corporate	-	-

C	Institutions	-	-
D	Any Others (Specify)	-	-
	Sub Total(A)(2)	**72,825**	**0.48**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1,12,66,637**	**74.78**
(B)	**Public shareholding**		
1	**Institutions**		
(a)	Mutual Funds/ UTI	8,958	0.06
(b)	Financial Institutions / Banks	104	0
(c)	Alternate investment Funds	10,874	0.07
(d)	Central Government/ State Government(s)	-	-
(e)	Venture Capital Funds	-	-
(f)	Insurance Companies	2,500	0.02
(g)	Foreign Institutional Investors	-	-
(h)	Foreign Venture Capital Investors	-	-
(i)	Any Other (specify): Foreign Portfolio Investors	27,647	0.18
	Sub-Total (B)(1)	**50,083**	**0.33**
B 2	**Non-institutions**		
(a)	Bodies Corporate (Including Foreign Bodies Corporates)	2,57,934	1.71
(b)	Individuals		
I	Individuals -i. Individual shareholders holding nominal share capital in excess of Rs 2 lakh	18,25,626	12.11
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	8,73,511	5.80
(c)	Any Other (specify)		
	NBFCs registered with RBI	-	-
	Custodian	-	-
	Non Resident Indians	1,06,860	0.70
	Clearing Member	1,65,635	1.10
	Hindu Undivided Family	3,45,086	2.29
	Limited Liability Partnership (LLP)	49,102	0.33
	Investor Education and Protection Fund	61,268	0.41
	Unclaimed Suspense Account	3,858	0.03
	Jubilant Agri And Consumer Products Limited Suspense Escrow Demat Account	61,501	0.41
	Sub-Total (B)(2)	**37,50,381**	**24.89**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**38,00,464**	**25.22**
	TOTAL (A)+(B)	**1,50,67,101**	**100**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-
	GRAND TOTAL (A)+(B)+(C)	**1,50,67,101**	**100**

C. Details of the major Shareholders of our Company holding 1% or more of the paid-up Share Capital of the Company as on the date of this Draft Information Memorandum:

S.No.	Name of Shareholder	No. of Equity Shares	% shareholding
1.	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
2.	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
3.	Chetan Jayantilal Shah	3,15,000	2.09
4.	Vam Holdings Limited	2,84,070	1.89
5.	Jubilant Consumer Private Limited	2,78,522	1.85
Total		**1,14,29,934**	**75.87**

D. As on the date of this Draft Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments.

E. Details of the major Shareholders of our Company holding 1% or more of the paid-up Share Capital of the Company as on 2 (two) years prior to the date of this Draft Information Memorandum:

S.No.	Name of Shareholder	No. of Equity Shares	% shareholding
1.	JIL	56,08,552	100.00
Total		**56,08,552**	**100.00**

F. Details of the major Shareholders of our Company holding 1% or more of the paid-up Share Capital of the Company as on 1 (one) year prior to the date of this Draft Information Memorandum:

S.No.	Name of Shareholder	No. of Equity Shares	% shareholding
1.	JIL	56,08,552	100.00
Total		**56,08,552**	**100.00**

G. Details of the Shareholders of our Company holding 1% or more of the paid-up Share Capital of the Company as on 10 (ten) days prior to the date of this Draft Information Memorandum:

S.No.	Name of Shareholder	No. of Equity Shares	% shareholding
1.	JIL	56,08,552	100.00
Total		**56,08,552**	**100.00**

H. The Company has no proposal or intention to alter its capital structure by way of split or consolidation of shares, or issue of bonus shares, preferential allotment, rights issue, further public offer within a period of 6 (six) months from listing of the Equity Shares allotted pursuant to the Scheme.

4. Shareholding of our Promoters

A. Our Promoters have been allotted Equity Shares in our Company pursuant to the Scheme as under:

Name of Promoter	Date of allotment	No. of Equity Shares	Face Value (INR)	Issue Price (INR)	Date when Equity Shares fully paid-up	% of Share Capital prior to Effective Date	% of Share Capital upon Effective Date

Shyam S. Bhartia	November 4, 2024	72,825	10	Pursuant to Scheme	NA	-	0.48%
Hari S. Bhartia		20,873	10			-	0.14%

B. The Promoters were not holding any Equity Shares in the Company prior to the allotment of Equity Shares pursuant to the Scheme in terms of which, the Promoters were allotted Equity Shares in the Company based on their shareholding in JIL as on the Amalgamation-2 Record Date. As on the date of this Draft Information Memorandum, none of the Equity Shares held by our Promoters are pledged. Further, all Equity Shares held by our Promoters are in dematerialized form.

5. Shareholding of our Directors

Name of Director	Date of allotment	No. of Equity Shares	Face Value (INR)	Issue Price (INR)	Date when Equity Shares fully paid-up	% of Share Capital prior to Effective Date	% of Share Capital upon Effective Date
Priyavrat Bhartia	November 4, 2024	253	10	Pursuant to Scheme	NA	-	0.00
Shamit Bhartia		6,561	10			-	0.04

6. Details of Equity Shares held by the members of our Promoter Group

A. The aggregate Shareholding of the members of our Promoter Group in our Company as on the date of this Draft Information Memorandum is as under:

S.No.	Names of members of the Promoter Group	No. of Equity Shares	% shareholding
1.	Kavita Bhartia	613	0.00
2.	Aashti Bhartia	99	0.00
3.	Priyavrat Bhartia	253	0.00
4.	Arjun Shankar Bhartia	99	0.00
5.	Shamit Bhartia	6,561	0.04
6.	Vam Holdings Limited	2,84,070	1.89
7.	Jubilant Consumer Private Limited	2,78,522	1.85
8.	Jaytee Private Limited	380	0.00
9.	Jubilant Infrastructure Limited	50,000	0.33
10.	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
11.	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
Total		**1,11,72,939**	**74.14**

B. Other than pursuant to the Scheme, on the basis of the transfers as recorded in the depositories system, the members of the Promoter Group and/or our Directors and their relatives have not purchased or sold any Equity Shares in the 6 (six) months immediately preceding the date of this Draft Information Memorandum.

C. There have been no financing arrangements whereby members of our Promoter Group and/ or our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of 6 (six) months immediately preceding the date of this Draft Information Memorandum.

D. In terms of Para 4(c) of Part II A. of the SEBI Master Circular, no lock-in shall be applicable if the post Scheme shareholding pattern of the unlisted entity (i.e. the Company) is exactly similar to the shareholding pattern of the listed entity (i.e. JIL).

E. Our Company, our Promoters and our Directors have not entered into any buy-back, standby or similar arrangements for purchase of the Equity Shares of our Company.

7. **Details of Lock-in:** In accordance with paragraph A(4) of Part II of the SEBI circular bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the shareholding of our Promoter and the shareholders of our Company is exempt from lock-in, since the shareholding of our Company post effectiveness of the Scheme is exactly similar to the shareholding pattern of JIL.

8. There shall be no further issue of capital by our Company whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme till listing of the Equity Shares allotted as per the Scheme.

9. There shall be only one denomination of equity shares of our Company, subject to applicable regulations and our Company shall comply with such disclosure and accounting norms, as specified by SEBI from time to time.

10. Except for the allotment of the Equity Shares pursuant to the Scheme, no Equity Shares have been issued pursuant to a scheme approved under Sections 230 to 232 of the Companies Act, 2013.

11. As on November 4, 2024, our Company has 18,393 (Eighteen Thousand Three Hundred Ninety Three) Equity Shareholders.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,

The Board of Directors
Jubilant Agri & Consumer Products Limited
Bhartiagram, Gajraula,
District Amroha - 244223,
Uttar Pradesh

Dear Sir/ Ma'am,

Sub: Statement of possible special tax benefits ("the Statement" available to Jubilant Agri And Consumer Products Limited (the "Company") and its shareholders and its Material Subsidiary prepared in accordance with the requirement of Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018 as amended ("the Regulations")

Re: Proposed listing of Equity Shares of Re 10/- each of Jubilant Agri And Consumer Products Limited ("the Company") pursuant to the Composite Scheme of Arrangement being approved by National Company Law Tribunal (NCLT), Allahabad Bench vide its order dated August 7, 2024, in Company Petition No. 14/ALD of 2023 ("Scheme") and upon the Scheme becoming effective from 01st July 2022.

1. This report is issued in accordance with the terms of our engagement letter.

2. The accompanying Statement of Possible Special Tax Benefits summarizes the special tax benefits available to the Company, its material subsidiary and their Shareholders upon the Scheme becoming effective (hereinafter referred to as "the Statement"), under the Income Tax Act, 1961 read with Rules, Circulars, notifications issued thereunder and as amended by Finance Act 2024 ("Income Tax Regulations"), the Central Goods and Services Act 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications),(together referred to as "Indirect Tax Regulations") has been

prepared by the management of the Company in connection with the Proposed Listing of Equity Shares, presently in force in India.

Management's Responsibility

1. The preparation of this Statement as of the date of our report which is to be included in the Information Memorandum is the responsibility of the Management of the Company.

2. The Management's responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

3. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' ('the Guidance Note') and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirement of Code of Ethics issued by the Institute of Chartered Accountants of India.

4. Pursuant to the aforementioned Regulations, it is our responsibility to report whether the Statement prepared by the Company, upon the Scheme becoming effective, presents, in all material respects, the possible special tax benefits available to the Company, the shareholders, and its material subsidiaries, in accordance with the Income Tax Regulations and Indirect Tax Regulations.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements.

6. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations in connection with the Proposed Listing of Equity Shares.

Inherent Limitations

7. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

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Several of the benefits mentioned in the accompanying statement are dependent on the Company, its Shareholders or its material subsidiary fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company, its Shareholders or its material subsidiary to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement cover only special tax benefits available to the Company or its Shareholders or its material subsidiary and do not cover any general tax benefit. Further the Statement and the content stated therein is not exhaustive.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult its or his/her own tax consultant with respect to the specific tax implications arising out of the Scheme particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which the investor can avail. Neither we are suggesting nor advising the investors to invest money based on this statement.

Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

8. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available, upon the Scheme becoming effective, to the Company. its Shareholders and its material subsidiary, in accordance with the Income Tax Regulations and Indirect Tax Regulations.

Considering the matter referred to in paragraph 7 above, we are unable to express any opinion or provide any assurance as to whether:

(i) The Company or its Shareholders or its material subsidiary will continue to obtain the benefits per the Statement in future; or

(ii) The conditions prescribed for availing the benefits per the Statement have been/ would be met with.

Restriction on Use

9. This report has been issued solely at the request of the Company in connection with the Proposed Listing of Equity Shares by the Company and this report or its contents thereof may be included in the

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New Delhi
Chartered Accountants

Information Memorandum and accordingly be used in the corresponding document for the purpose of submission to the Securities and Exchange Board of India, Stock Exchanges or any other regulatory or statutory authority in relation to the Proposed Listing of Equity Shares. This report should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number: 003304N/N500056

Pranav Jain

Partner

Membership No.: 098308

BGJC & Associates LLP New Delhi Chartered Accountants

UDIN: 24098308BKCQKH3746

Place: New Delhi

Date: October 29, 2024

Encl: As above

ANNEXURE I

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE TAX LAWS

We have outlined hereunder certain possible special direct tax benefits which may be available to Jubilant Agri And Consumer Products Limited (the "**Company**") and its shareholders and its Material Subsidiary under the Income-tax Act, 1961 (read with Income Tax Rules, Circulars, Notifications) as amended by the Finance Act, 2024 (hereafter referred to as "**Indian Income Tax Regulations**").

I. New Tax Regime

The Company has already opted for new tax regime u/s 115BAA earlier that has reduced Basic Tax rate for the Company from 30% to 22%.

II. Capital Gains in the hands of Shareholders

As per the provisions of the Section 45 read with Section 112A capital gain arising on account of transfer of Long Term Equity shares of the Company listed on recognised stock exchange would be taxable @12.50% without indexation and as per provisions of the Section 45 read with Section 111A capital gain arising on account of transfer of Short Term Equity shares of the Company listed on recognised stock exchange would be taxable @20% as taxable earlier in case of Jubilant Industries Limited.

III. SPECIAL TAX BENEFITS AVAILABLE UNDER GST LAWS

The Company is registered under the Goods and Services Tax Act and the Registration Number is [•]. No special tax benefits is available to the Shareholders of Jubilant Agri & Consumer Products Limited under the provisions of the the Central Goods and Services Act 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications).

Notes:

a) **All the above benefits are as per the current tax laws;**
b) **The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax benefit law benefits or benefit under any other law;**
c) **The above statement of possible special tax benefits is as per the current direct tax laws relevant for the FY 2024 – 25 relevant to AY 2025-26.**

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We hereby give our consent to include the above referred opinion regarding the tax benefits available to the Company and its Shareholders and its Material Subsidiary in the Information Memorandum.

For BGJC & Associates LLP

Chartered Accountants

Firm Registration Number: 003304N/N500056

Pranav Jain

Partner

Membership No.: 098308

UDIN: 24098308BKCQKH3746

Place: New Delhi

Date: October 29, 2024

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE INDIRECT TAX LAWS

We have outlined hereunder certain possible special indirect tax benefits which may be available to Jubilant Agri And Consumer Products Limited (the "**Company**") (hereafter referred to as "**Indian Indirect Tax Regulations**"):

1. **Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20)**

i. **Remission of Duties and Taxes on Exported Products (RoDTEP)**

The Remission of Duties and Taxes on Exported Products (RoDTEP) scheme was announced by Government of India (GOI) on 14th September 2019 to boost exports by allowing reimbursement of taxes and duties, which are not exempted or refunded under any other scheme in accordance with World Trade Organization (WTO) norms. The benefit under the scheme is 0.50 to 1.6% in the Jubilant Agri & Consumer Products Limited on certain products.

ii. **Advance Authorization (AA)**

The Advance Authorization Scheme is a scheme where the import of inputs will be allowed to be made duty-free (after making normal allowance for wastage) if they are physically incorporated in a product which is going to be exported. An export obligation is usually set as a condition for issuing Advance Authorization.

The inputs imported are exempt from duties like Basic Customs Duty, Additional Customs Duty, Education Cess, Anti-Dumping Duty, Safeguard Duty and Transition Product-Specific Safeguard Duty, Integrated Goods and Services Tax, Compensation Cess, wherever applicable, subject to certain conditions.

iii. **Export Promotion Capital Goods (EPCG)**

The objective of the EPCG Scheme is to facilitate import of capital goods for producing quality goods and services and enhancing India's manufacturing competitiveness. EPCG Scheme facilitates import of capital goods for producing quality goods and services at zero customs duty.

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Import under EPCG Scheme shall be subject to a specific export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years reckoned from date of issue of authorization.

EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty in lieu of Value Added Tax/local taxes (non-GST goods), Integrated Goods and Services Tax and Compensation Cess, wherever applicable, subject to certain conditions.

2. **Benefits of Duty Drawback scheme under Section 74 and 75 of the Customs Act, 1962**

Section 74 of the Act grants duty drawback up to 98% of the import duty paid on goods, if the goods are re-exported by the importer. The importer is entitled to drawback subject to the fulfilment of the certain conditions. Presently the rate of Duty Drawback ranges from 0% to 95%.

As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. Unlike drawback of a portion of the customs duty paid on imported goods, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the amount of drawback payable on such goods.

3. **Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)**

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated, that is, these transactions attract a GST rate of zero per cent.

On account of zero rating of supplies, the supplier will be entitled to claim input tax credit in respect of goods or services used for such supplies and can seek refund of accumulated/ unutilized Input Tax Credit (ITC).

There are two mechanism for claiming refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017. Refund can also be claimed, where, inverted tax structure apply as per Central Goods and Service Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

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Possible special benefits for shareholders of Jubilant Agri And Consumer Products Limited

Shareholders of the Company are not eligible to special tax benefits under the provisions of the the Central Goods and Services Act 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications) and Special Economic Zone Act, 2005 (read with Special Economic Zone Rules, circulars, notifications).

Possible special benefits for shareholders of Jubilant Agri And Consumer Products Limited (material subsidiary of Jubilant Industries Inc.)

Notes:

1. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult its or his/her own tax consultant with respect to the specific tax implications.

2. The Statement has been prepared on the basis that the Scheme is effective and hence, the Company and its material subsidiary are entitled to all special tax benefits summarized above.

3. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

i. The Company or its material subsidiary will continue to obtain these benefits in future;
ii. The conditions prescribed for availing the benefits have been/ would be met with; and
iii. The revenue authorities / courts will concur with the view expressed herein.

4. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

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SECTION V – ABOUT US

COMPOSITE SCHEME OF ARRANGEMENT

Capitalized terms used but not defined in this Draft Information Memorandum shall have the meanings as ascribed to such terms under the Scheme.

The Allahabad Bench of the Hon'ble National Company Law Tribunals vide its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 (a certified copy of which was received on September 3, 2024) has approved the compromise scheme of arrangement ("**Scheme**") between HSSS Investment Holding Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited (together, the "**Amalgamating Companies**"), Jubilant Industries Limited ("**JIL**") and the Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act.

The Scheme provides for:

(i) amalgamation of the Amalgamating Companies into JIL pursuant to Part B of the Scheme ("**Amalgamation-1**").

After Amalgamation-1 came into effect on September 4, 2024, JIL received the listing and trading approval from BSE on October 18, 2024 and from NSE on October 21, 2024 for the equity shares allotted by JIL pursuant to Amalgamation-1.

(ii) following Amalgamation-1, the amalgamation of JIL into the Company pursuant to Part C of the Scheme ("**Amalgamation-2**").

After Amalgamation-2 came into effect on October 3, 2024, the Company received the listing and trading approval from BSE on [.] and from NSE on [.] for the equity shares allotted by the Company pursuant to Amalgamation-2.

The Appointed Date of the Scheme is July 1, 2022 and the Effective Date for Amalgamation-1 is September 4, 2024 and the Effective Date for Amalgamation-2 is October 4, 2024.

The Amalgamation-2 Record Date has been fixed as October 28, 2024 for the purpose of determining the shareholders of JIL to whom the Amalgamation-2 Shares will be allotted by the Company.

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by 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 Effective Date. Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Company and keep the Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Company on account of Amalgamation-2.

Rationale, purpose and object of the Scheme

Rationale for Amalgamation-1:

(i) Currently, a significant portion of the Promoters' shareholding in JIL is held indirectly, through the Amalgamating Companies. The proposed amalgamations will result in simplification and streamlining of the shareholding structure by elimination of shareholding tiers and simplification of a large part of the indirect Promoters' shareholding into a clearer structure directly identifiable with the Promoters;

(ii) Further, such a simplified direct holding structure is expected to bring greater transparency in the Promoters' shareholding and demonstrate the Promoters' direct commitment and engagement from a shareholders' perspective; and

(iii) The proposed simplification of holding structure will also make it simpler to identify the ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Rationale for Amalgamation-2:

(i) The shareholders of JIL would directly hold shares in an operating company (i.e. the 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.

CONSIDERATION

Amalgamation-1

Upon the Effective Date and with effect from the Appointed Date, in consideration of Amalgamation-1, JIL issued its shares in the following manner:

(i) The Amalgamating Company-1 held 71,64,048 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company-1 was 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 was concerned, upon the Effective Date, 71,64,048 equity shares held by the Amalgamating Company-1 in JIL were cancelled so as to be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL issued and allotted 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 held 17,36,415 equity shares in JIL and the entire issued and paid-up equity and preference share capital of Amalgamating Company-2 was 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 was concerned, upon the Effective Date, 17,36,415 equity shares held by the Amalgamating Company-2 in JIL were cancelled so as to be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL issued and allotted the same number of Amalgamation-1 Shares to the HSB Family Trust, through its trustees/nominees; and

(iii) The Amalgamating Company-3 held 16,51,879 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company-3 was 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 was concerned, upon the Effective Date, 16,51,879 equity shares held by the Amalgamating Company-3 in JIL were cancelled so as to be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL issued and allotted the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees.

Amalgamation-2

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

B. The Company was a wholly owned subsidiary of JIL. Upon the Effective Date, the equity shares of the Company held by JIL were automatically cancelled so as to have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Company issued and allotted 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) Amalgmation-2 Shares was issued and allotted by the Company, to each equity shareholder of JIL whose name was recorded in the register of members of JIL as holder of shares as of the Amalgmation-2 Record Date.

C. Upon the Effective Date for Amalgamation-2 (i.e. October 3, 2024), JIL was dissolved without being wound up and thereafter, the Company received the listing and trading approval from BSE on [.] and from NSE on [.] for the equity shares allotted by the Company pursuant to Amalgamation-2.

D. Accordingly, upon the Effective Date for Amalgamation-2, the equity shareholders of JIL became equity shareholders of the Company to the extent of their respective equity shareholding in JIL prior to the Effective Date for Amalgamation-2. In other words, a mirror of shareholding pattern of JIL was created in the Company.

E. Upon Amalgamation-2 becoming effective, JIL was dissolved without being wound up and the Company issued and allotted 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date.

F. The Company received the listing and trading approval from BSE on [.] and from NSE on [.] for the equity shares allotted by the Company pursuant to Amalgamation-2. The procedure with respect to public issue/offer was not be applicable as the Scheme did not involve issue of any equity shares to the public at large. The Company issued equity shares to the shareholders of JIL only in accordance with the Scheme.

Approvals with respect to Composite Scheme of Arrangement

A. The NCLT vide its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 (certified copy of which was received on September 3, 2024) has sanctioned the Composite Scheme of Arrangement. In accordance with the said Scheme, the equity shares of our Company issued subject to applicable regulations shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and will be subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of application by our Company seeking listing.

B. Our Company has received in-principle approval for listing from NSE and BSE on [.] and [.], respectively. Our Company was granted an exemption from the application of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 by the SEBI vide the letter no. [.] dated [.].

INDUSTRY OVERVIEW

You should read the following summary together with the risk factors and the more detailed information about us and our financial results included elsewhere in this Draft Information Memorandum. The information presented in this Chapter has been obtained from publicly available information from various sources including industry websites, from publications and government and company estimates. The data may have been re-classified by us for the purpose of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

The information in this section has not been independently verified by us or any of our respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, there is no assurance that the basis of the data included in the said report or the findings thereof are completely accurate or reliable. Industry and government publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

Further the industry Chapter may be updated from time to time subject to availability of updated data from websites, reports and other documents referenced in this chapter.

Global Economy

The global economy in FY 2024 remained resilient. According to the International Monetary Fund, it stood at a modest and stagnant growth rate of 3.2%. Advanced economies witnessed slower growth rates due to the tightening of monetary and fiscal policies. Advanced economies grew at a pace of 1.6%, whereas emerging economies grew at 4.3%. This is projected to fall in the coming years due to softening of markets and increased policy tightening.

Inflation was at an all-time high in 2023, with headline inflation touching 6.8%. It is expected to fall in the coming years. International Monetary Fund projects inflation to fall to 5.9% in 2024 and 4.5% in 2025.

The global economic landscape is increasingly affected by geopolitical conflicts across the globe. The ongoing Middle East conflict resulting in the Red Sea crisis impacted the global sea transport and its cost, coupled with the Russia-Ukraine conflict has hurt the global sentiments, leading to energy price hikes, food insecurity and disruption in trade flow. Russia's isolation from global trade sets the tone for de-globalisation and isolationism. This can impact many economies deeply, as trade requires healthy intergovernmental relations and cooperation.

Global manufacturing has remained stagnant in 2023 due to the recessionary headwinds in the global economy. United Nations Industrial Development Organisation (UNIDO) observes a 1.5% YoY growth in global production. Global output increased by a mere 0.2%. Year on Year also, every region has reported a net reduction in manufacturing except for China, as the country achieved a moderate growth rate of 2.7%.

The global economy is expected to stand tough among the recessionary winds across the globe. It is set to grow at a modest 3% - 3.5%. Developing economies of Asia are predicted to grow faster than developed economies. Countries like China and India will be among the biggest beneficiaries if this prediction turns out to be true. Inflation is projected to reduce which will help in easing commodity prices. The outlook for the global economy is projected to be resilient, albeit with moderate growth.

Indian Economy

Despite the stagnant global economy, the Indian economy surprised the world with its agile and robust growth. It grew by 8.2% yearly, and economists expect this momentum to continue in the coming years. This growth helped India hit the US $ 3.9 trillion mark and made it the fastest-growing economy in the world. *(Source: https://www.imf.org/external/datamapper/profile/IND)*

The manufacturing sector grew by 9.9% compared to degrowth in FY 2023. Moreover, it is the second-highest growth after FY 2022. Mining and quarrying grew by 7.1% - the fastest in seven years. The construction sector grew at 9.9%. These sectors helped the Indian economy reach new heights.

Industry Scenario

Consumer Products

In FY 24, the consumer products division is likely to encounter challenges as the industry's growth may plateau or experience a slight decline. Economic uncertainties and fluctuating consumer sentiments could contribute to this scenario. Demand across different segments of the consumer industry may vary, with construction activities potentially influencing certain sectors. Additionally, softening input prices might lead to a reduction in the final product price.

Food Polymers

Our products serve the chewing gum and bubble gum industry. The chewing/bubble gum industry somewhat recovered in FY 24, however, the industry's performance is still below its pre-pandemic levels. While there was a slight recovery, the industry faced significant challenges due to an exorbitant increase in the costs of raw materials and transportation. These cost increases also impacted on the margins of our food polymers business, although we managed to pass on some of these cost increases to our customers in the second half of the year. Overall, the food polymers business experienced growth this year, driven by market share gains, the acquisition of new customers, and expansion into new geographic markets.

Sugared chewing gum sales are declining due to consumers' preference for sugar-free confectionery. However, Sugar free gums, which attract health-conscious consumers, and which also provide additional benefits of dental care, and also functional gums like ‘energy gums’, ‘caffeine gums’ are expected to see a stronger growth rate albeit with a lower base.

Chewing gum has several direct substitutes such as mints, mouth-freshening sprays, and bubble gum. Apart from the direct substitutes, there are some indirect ones, like candies and toffee. The preference for mints over chewing gum is likely to affect the demand for gums in the coming times.

Latex

Our products primarily serve the tire industry. The Indian Tire Industry is supported by strong fundamentals, the primary drivers are rising demand for vehicles and sharp focus and continuous government investments in infrastructure sector. Additionally, a large and growing population of vehicles will continue to support tire demand in the replacement market. In FY24 domestic tire industry witnessed double digit growth owing to robust demand from OEM & Replacement segments and India’s tire exports, which represent around a fourth of the industry’s overall revenues, declined on account of macro-economic headwinds impacting demand in the key export destinations. In last quarter recovery in exports also impacted by the Red Sea crisis, which has resulted in longer transit times for the key export destinations like Europe and the US and increased freight costs owing to longer routes.

VP Latex is used to impregnate manmade fabrics and enable the adhesion of fabrics to the rubber of automobile tires and conveyor belts.

Synthetic latex Industry achieved growth in domestic and export markets, defying global slowdown signals in the second half of the year due to the Red Sea crisis. Significant raw material price hikes in the first half of FY 2023-24, resulting in higher final product costs, the second half saw a decline in raw material prices, prompting corresponding adjustments in finished goods prices. The Indian tire industry effectively sustained growth momentum in domestic market throughout the year, while there is marginal decline in export in second half of year due to external pressures.

Agri Business

Agriculture is an important part of India's economic and social structures. It is the principal source of livelihood for a sizable percentage of the population 60% approx. and accounts for approximately 15% of GDP. The country has a broad agroclimate zone, which is predominantly dependent on rain, and grows a wide range of crops, including rice, wheat, millets, pulses, oilseeds, sugarcane, cotton, tea, coffee, spices, fruits, and vegetables. It is the world's largest producer of milk, pulses, and spices, and has the world's largest cattle herd, as well as the largest area under wheat, rice and cotton. It is the second largest producer of rice, wheat, cotton, sugarcane, farmed fish, sheep & goat meat, fruit, vegetables and tea. Indian agriculture confronts various obstacles, including fragmented landholdings, limited irrigation systems, unbalanced nutrient ratios and high reliance on weather.

The sector is mostly driven by India's rapid population growth. Rising income levels in rural and urban areas, which have contributed to an increase in national demand for agricultural products, lend further support to this. In line with this, the market is being boosted by the increasing usage of cutting edge techniques such as blockchain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of numerous e-farming applications.

The Indian Fertiliser Industry is an important and critical sector in the country's agricultural development. India is one of the world's top fertiliser consumers, because to its massive agriculture sector, and the business is critical to guaranteeing food security and increasing agricultural output. The industry includes the manufacturing of both chemical and organic fertilisers. India has limited domestic resources of P&K fertilizers, and relies heavily on imports from other countries. This makes India vulnerable to fluctuations in global prices and availability of these fertilisers.

In order to encourage the balanced use of chemical fertilisers and to promote alternative fertilisers like organic and biofertilizers, the Indian government has introduced PM PRANAM scheme to reward the Indian states and Union Territories. The new scheme will lower the subsidy burden and enable the government to direct the savings towards the adoption of innovative agricultural technologies and the betterment of farmers.

The government has also launched the One Nation One Fertiliser (ONOF) Scheme, which aims to standardise fertiliser brands throughout India. The Government will be undertaking a compressive review of the agriculture research setup to bring the focus on raising productivity and developing climate resilient variety of crops.

The agricultural sector took a hit in FY 2024 due to high interest rates and a scanty unpredictable monsoon. It grew at a moderate rate of 1.4%. Despite this, agriculture constituted 17.7% of India's GVA in FY 2024.

OUR BUSINESS

Overview

Our Company was incorporated on August 21, 2008 and is a diversified company engaged in manufacturing of performance polymers and chemicals as well as agri-products.

Our Company is also a part of the Jubilant Bhartia Group, which has interests in diverse business segments like pharmaceuticals, life science ingredients and drug discovery services, performance polymers, food service (quick service restaurant), food, auto, consulting in aerospace and oilfield services. The group is headed by Shyam S. Bhartia and Hari S. Bhartia, with over 4 decades of experience, individually. They are responsible for formulating growth plans and are involved in all the strategic decisions of the group. We believe that the knowledge and experience of our promoters, along with senior management, and team of skilled personnel provides us with a significant competitive advantage as we seek to expand in our existing markets and enter new markets.

Business Segments

The Company operates in two business segments, namely:

Business Segment	Contribution to total revenue from operations
Performance Polymers and Chemicals	77%
Agri-Products	23%

Business segment wise consolidated revenue from operations:

(in Rs. millions)

Composition of Sales	FY 2024	FY 2023
Performance Polymers & Chemicals	9,578	9,308
Agri-Products	2,955	5,421
Total	**12,533**	**14,729**

In FY 2024, our revenue from operations was Rs. 12,533 million, down from Rs. 14,729 million in FY 2023, primarily due to lower raw material cost in the polymer business and adverse conditions in the agri-business.

In FY 2024, the Performance Polymers & Chemicals business recorded revenue of Rs. 9,578 million, up slightly from Rs. 9,308 million in FY 2023. Although there was sustainable increase in volume, revenue growth was moderated due to a reduction in raw material prices.

Agri Business recorded revenue of Rs. 2,955 million in the FY 2024 as against Rs. 5,421 million in FY 2023. This de-growth was mainly on account of a sharp reduction in government subsidies and adverse climatic conditions.

I. Performance Polymers and Chemicals

The Performance Polymers and Chemicals comprises of the following divisions:

(1) Consumer Products

Our consumer products division specializes in wood working adhesives and wood finishes. With a nationwide distribution network, our brands ‘Jivanjor’, ‘Charmwood’ and ‘Ultra Italia’ are established in their respective segments.

'Jivanjor' stands out as a prominent name in the wood working adhesives sector. Our water-based adhesives are known for their quick setting time at room temperature and bond strength, which enhance the durability of furniture and fixtures. Our product portfolio also encompasses a variety of specialty adhesives that cater to diverse requirements within the water-based category. Additionally, we offer contact adhesives that are synthetic rubber-based, providing rapid drying and performance in vertical lamination applications.

Under our wood finishes brands 'Charmwood' and Ultra Italia PU, we offer a comprehensive wood finishing system, as well as stains and ancillary products for the decoration and protection of wooden furniture. Our wood finishing system comprises gloss and matt variants of melamine finish, nitrocellulose finish and PU alkyd finish. These systems exhibit fast drying properties and offer resistance against stains and scratches. Moreover, our wide range of wood stains allows for the creation of unique colours that cater to various consumer preferences. To ensure successful application, we also provide ancillaries such as sealers and thinners. Furthermore, we have ventured into the premium wood-finish market with our exclusive Ultra-Italia range of PU products.

In the past year, we introduced innovative products such as polyester, acrylic PU, water-based PU, floor coating and special effects.

2) Food Polymers

We are one of the leading suppliers of PVAc to the chewing gum industry. PVAc is the major raw material for making gum base for chewing gum and bubble gum. Our brands under this category are ‘Vamipol 5’, ‘Vamipol 14’, ‘Vamipol 15’, ‘Vamipol 17’, ‘Vamipol 30’, ‘Vamipol 60’ and ‘Vamipol 100’. The customer profile of the Company in this business includes market leaders in the chewing gum industry worldwide.

Despite challenges during FY 2023-24, the SPVA business achieved improved profitability, attributed to enhanced cost management strategies and improved customer realizations. The business strategy revolves around two key pivots – new customers and new product/ application development. During FY 2023-24, the business has worked around these pivots and has been able to include some new customers in Japan, Turkey, Europe and South America. We also increased our global market share through our regular customers, which helped with the volume increase this year. The business continues to have plans for new customer’s acquisition in international markets and share gain plans in the food polymers space.

3) Latex

We are amongst the largest manufacturers in India and globally of VP Latex which is used in dipping of automotive tyre cord and conveyor belt fabric. The Company also produces SBR and NBR Latex. The Company is a bulk supplier of these lattices to global automotive tyre manufacturers and dippers. The products under this category are ‘Encord VP Latex’ and ‘Encord SBR Latex’. Another product ‘Encord NBR Latex’ is used in automotive gasket jointing.

In FY 2024, the latex business achieved double digital growth and maintained a large market share in the domestic market and continued to increase its market share and geographic presence in export markets. In FY 2025, business development activities in the domestic and international market continue to be a focus area while maintaining domestic share and margins in respective markets. At the same time to explore potential opportunities to enter into other lattices segments.

II. <u>Agri-Products Business</u>

As part of this business, we offer a comprehensive range of agri-input products in the crop nutrition category under the brand ‘Ramban’ which is popular among the farming community and is well established in Uttar Pradesh, Uttarakhand and Bihar as well as in Rajasthan and Madhya Pradesh. Our Company manufactures SSP in both powder and granulated forms, reinforced with vital elements such as boron, zinc and magnesium in accordance with the Fertilizer Order’s standards. In addition, we manufacture and sell sulphuric acid (in chemicals category) and bio-poshan, and shakti-zyme (in bio-stimulant category). We are the market leaders in the SSP segment in Uttar Pradesh and Uttarakhand.

The Company’s expansion into new States has driven business growth bolstered by a heightened focus on innovation that has led to a diversified product portfolio. The use of smart farming practices, notably biologicals and other alternative fertilisers, is transforming agriculture by enhancing crop health and increasing environmental sustainability. The Company's strategy includes expanding into Gujarat, Maharashtra, Chhattisgarh and West Bengal, as well as strengthening its dealer network in Bihar, Rajasthan, Madhya Pradesh, Haryana and Punjab with value-added products such as fortified SSP with zinc, boron, magnesium (super formula and ultra gold) in the chemical fertiliser segment and shakti-zyme and bio-poshan in the biologicals category for higher crop yields and better value prospects.

<u>Capacity and Capacity Utilisation</u>

The following table sets forth certain information relating to our capacity utilization of our manufacturing facilities calculated on the basis of total installed capacity and actual utilization for the periods indicated below:

In metric tons

S. No.	Product	Location	FY 2023-24		FY 2022-23		FY 2021-22	
			Total installed capacity (annual)	Total Utilization (production data)	Total installed capacity (annual)	Total Utilization (production data)	Total installed capacity (annual)	Total Utilization (production data)
1.	SSP	Gajraula	1,91,000	1,01,173	1,91,000	1,58,261	1,91,000	1,53,210
2.	SSP	Kapasan	2,64,000	1,05,043	2,64,000	1,75,941	2,64,000	1,77,873
3.	Sulphuric Acid	Gajraula	87,191	66,306	87,191	84,962	87,191	72,404
4.	Consumer Products (Adhesives)	Sahibabad & Gajraula	32,640	21,828	32,640	19,748	32,640	15,655
5.	Consumer Products (Wood Finish)	Gajraula	7,200	5,186	7,200	4,370	5,400	4,489
6.	VP Latex	Savli	25,600	22,877	21,600	20,167	21,600	17,712
7.	Food Polymer (Solid Poly Vinyl Acetate & Estergum)	Gajraula	13,400	12,015	13,400	9,897	13,400	8,685

MANUFACTURING

Manufacturing Facilities

The Company has four manufacturing facilities, two in Uttar Pradesh (Gajraula and Sahibabad), one in Rajasthan (Kapasan, Chittorgarh) and one in Gujarat (Savli, Vadodara).

S. No.	Location	Area (In Acres)	Purpose
1.	Savli, Vadodara (Gujarat)	19.00	Manufacture of butadiene based synthetic lattices and future plants.
2.	Gajraula (Uttar Pradesh)	19.41	Manufacture of SSP, granular SSP, sulphuric acid, solid PVA, Estergum, wood finishes and adhesives.
3.	Sahibabad (Uttar Pradesh)	1.95	Manufacture of adhesives.
4.	Kapasan, Chittorgarh (Rajasthan)	32.70	Manufacture of SSP and granular SSP.

The power requirements for our facilities are met by the local state power supplier. We procure water for use at our facilities from a borewell and a water treatment plant. To maintain a steady flow of electrical power and to protect against power surges, our facilities are equipped with uninterruptible power supply devices. In the event of a power failure, all our existing manufacturing facilities are equipped with diesel generators that will automatically begin to run.

Manufacturing Process

We have developed manufacturing facilities based on the latest technology model with each manufacturing site catering to a set of product portfolios. Each manufacturing site has the flexibility to change from one product variant to another. The plant is designed to run for intermediate and final streams and consistently meet the demand for final products. All our manufacturing units have plants dedicated to a set of products and all the products have different grades depending upon the chemical properties. Each product is a result of various chemistries and processes applied as per the desired results.

The raw materials are charged continuously and batch-wise in reactors of suitable capacity and agitators designed based on the type of reaction. Other technical parameters such as temperature, pressure and reaction time are maintained based on the type of reaction to be carried out.

When the reaction is complete, the product is analysed and subjected to further processing, which includes filtration, continuous/ batch distillations, purification processes to get the required quality product. The product is ultimately tested to ensure it meets the applicable specifications before it is supplied to the customer

Raw Materials

In FY 2023-24, FY 2022-23 and FY 2022-21, the cost of material consumed represented 56.6%, 64.8% and 60.9%, respectively, of our revenue from operations.

We procure our raw materials from the domestic and international market, relying primarily on spot contracts. As we typically do not enter into fixed-price agreements, we are subject to the risk of increases in the prices of raw materials. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay.

Quality Control

Jubilant Agri and Consumer Products Limited have received various certifications such as ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, BRCGS for Food Safety Issue-9, Kosher, Halal & GreenPro.

We believe that maintaining high standard of quality of our products is critical to our brand and continued growth. Across our manufacturing facilities, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products. Through our regular internal audits, we ensure that our manufacturing facilities are in compliance with local and international regulatory requirements.

We implement and maintain industry practices including for, adequate premises and space, suitable equipment and services, appropriate materials, approved procedures and instructions, and equipped laboratories. Our employees are required to undergo training programs designed to update them on latest quality norms and standards periodically.

Our quality function monitors all stages of product development. Various in-process quality checks are performed to monitor product quality during manufacturing process. Final finished products are tested as per the predetermined quality specifications before release in the market. The manufactured product is subject to our quality control and testing functions, comprising different levels of testing to test the physical properties, purity and quality of the end products to ensure traceability and repeatability. We employ trained and experienced members to conduct evaluation procedures for quality control and testing. In addition to our in-house quality testing of our products, we conduct periodic quality audits of our manufacturing units to verify and ascertain effective implementation of quality management systems. We have an equipped quality laboratory where the manufactured products are tested with respect to their application. All of our manufacturing facilities also have waste management and environment protection systems designed to comply with laws on environmental pollution.

We have checks and testing systems in place, from the procurement of raw materials to the manufactured product, to ensure the quality of our products and to ensure that the products that we manufacture do not deviate from our customers' specifications.

Sales and Distribution Network

Our direct customers and distributors comprise entities located in India and outside India, including Middle East and African countries.

Logistics

We transport our finished products by road, sea and air. We rely on freight forwarders to deliver our products. We do not have formal contractual relationships with our freight forwarders. The pricing for freight is negotiated and agreed to on spot basis.

We sell our products on a cost, insurance and freight basis, on a consignee basis and on a door delivery/ DDP basis. Where we are responsible for shipping the products to the customer, our freight forwarders arrange for the finished products to be trucked to our customers in India or to the port for export, as applicable. Our custom house agents handle the requisite clearance procedures. For exports, our freight forwarders co-ordinate with the shipping line/ airline to file and release the necessary bills of lading/ air waybills. Incoterms determine the exact delivery terms, which would include how the goods will be delivered, who pays, who is responsible and who handles specific procedures such as loading and unloading.

Each of our facilities are equipped with a warehouse, enabling smooth functioning of our operations.

Inventory Management

Our finished products are stored on-site at our manufacturing facilities. The raw materials are also stored at our warehouses on-site. We typically keep up to 30 to 60 days of inventory including raw materials, work in progress and finished good at our facilities to mitigate the risk of raw material price movements. These inventory levels are planned based on historical trends and expected orders, which are confirmed due to our long-standing relationships with customers. We maintain a lead-time material requirement planning system and utilize our ERP software to manage our levels of inventory on a real-time basis.

Information Technology

Our information technology systems support key aspects of our business, from production, purchasing, sales, planning, operations and documentation to accounts and customer service. Our Company has implemented enterprise resource planning system to leverage business value by centralizing accounting systems across all locations in India, leading to cost optimization. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and contract suppliers, receivables from customers and distribution network. We also utilize an enterprise resource planning solution that covers production, finance, sales, purchase and inventory, across all our offices and manufacturing facilities.

Insurance

We maintain adequate coverage of various risk to our fixed assets, current assets, and employees etc. through adequate and appropriate insurance policies.

Corporate Social Responsibility

We have constituted a CSR Committee of our Board of Directors and have adopted and implemented a CSR policy pursuant to which we carry out our CSR activities, by making contributions to Jubilant Bhartia Foundation, a Group Company carrying out CSR activities including education, healthcare and medical relief, vocational skills, environment sustainability and other activities covered under Schedule VII of the Companies Act.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India that are applicable to Our Business. The information detailed below has been obtained from various legislations, including rules, regulations and bylaws that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Set forth below are the significant legislations and regulations that generally govern the fertilizer, chemical, food, manufacturing industries, in India:

1. Labour welfare legislations

The various labour and employment related legislations that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

(a) Employees' Provident Funds and Miscellaneous Provisions Act, 1952
(b) Employees' State Insurance Act, 1948
(c) Minimum Wages Act, 1948
(d) Payment of Bonus Act, 1965
(e) Payment of Gratuity Act, 1972
(f) Payment of Wages Act, 1936
(g) Maternity Benefit Act, 1961
(h) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
(i) Employees' Compensation Act, 1923
(j) Equal Remuneration Act, 1976
(k) Contract Labour (Regulation and Abolition) Act, 1970
(l) The Code on Wages, 2019 (1)
(m) The Occupational Safety, Health and Working Conditions Code, 2020 (2)
(n) The Industrial Relations Code, 2020 (3)
(o) The Code on Social Security, 2020 (4)
(p) Apprentices Act, 1961
(q) Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention and Control) Act, 2017
(r) Rights of Persons with Disabilities Act, 2016
(s) Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
(t) Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
(u) Transgender Persons (Protection of Rights) Act, 2019
(v) Aadhaar (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016
(w) Protection of Children from Sexual Offences Act, 2012
(x) Sales Promotion Employees (Conditions of Service) Act, 1976
(y) The Digital Personal Data Protection Act, 2023 (5)

(1) The Government enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government brought into force Sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and Section 69 (to the extent that it relates to Sections 7, 9 (to the extent that they relate to the Government) and Section 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

(2) The Government enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

(3) The Government enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the

Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.

(4) The Government enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. While Section 142 has been brought into force on May 3, 2021, the rest of the provisions of this code will be brought into force on a date to be notified by the Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.

*(5) The Digital Personal Data Protection Act, 2023 ("**DPDP Act**") was notified on August 11, 2023 and is yet to come into effect. It replaces the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint and different dates may be appointed for different provisions of the DPDP Act. The DPDP Act seeks to balance the rights of individuals to protect their digital personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent, except in case of legitimate uses as provided under the DPDP Act. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data, (ii) build reasonable security safeguards to prevent a data breach, (iii) inform the Data Protection Board of India (the "DPB") and affected persons in the event of a breach, and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The DPDP Act imposes certain additional obligations on a significant data fiduciary, such as appointment of a data protection officer, appointment of an independent data auditor and undertaking of other measures namely, periodic data protection impact assessment, periodic audit and such other measures as may be prescribed under the DPDP Act. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by affected persons. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.*

2. Environmental Regulations

(i) *The Environment (Protection) Act, 1986 ("**EP Act**")*

The EP Act has been enacted for the protection and improvement of the environment. EP Act empowers the government to take measures to protect and improve the environment such as by laying down standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations.

(ii) *Water Prevention and Control of Pollution Act, 1974 ("**Water Act**")*

The Water Act was enacted to control and prevent pollution and for maintaining or restoring of wholesomeness of water in the country and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board ("**SPCB**"). The SPCBs are vested with diverse powers to deal with water and air pollution, have been established at the Central level and in each State. The SPCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders (renewed annually) from the SPCBs, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms laid down.

The Water (Prevention and Control of Pollution) Amendment Act, 2024 received Presidential assent on February 15, 2024. The amendment aims to address specific shortcomings in the existing Water Act, updating the regulatory framework to better align with contemporary needs. One of the primary objectives of this amendment is to rationalize criminal provisions, ensuring that citizens, businesses, and companies do not face imprisonment for minor, technical, or procedural defaults. By decriminalizing these minor offenses, the act aims to reduce the legal burden on individuals and businesses, promoting a more business friendly environment. This amendment act is applicable only in Rajasthan, Himachal Pradesh and the Union Territories. This regional application allows for a focused implementation of the new regulations, addressing the specific environmental and industrial contexts of these areas.

(iii) *Air Prevention and Control of Pollution Act, 1981 ("**Air Act**")*

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialized piece of legislation, which was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant, which emits air pollutants in an air pollution control area, as notified by the state pollution control board.

(iv) *The Public Liability Insurance Act, 1991 ("**PLI Act**")*

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the PLI Act the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate that the employer has to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

(v) *Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("**HCR Rules**")*

The HCR Rules are formulated under the EP Act, and are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety. Where a major accident occurs on a site or in a pipeline, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

(vi) *Hazardous Wastes (Management Handling and Transboundary Movement) Rules, 2008 ("**Hazardous Wastes Rules**")*

Hazardous Wastes Rules aim to regulate the proper collection, reception, treatment, storage and disposal of hazardous waste. The Hazardous Wastes Rules impose an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without adverse effect on the environment, including through the proper collection, treatment, storage and disposal of such waste.

3. Intellectual Property Legislations

(i) *Patents Act, 1970 ("**Patents Act**")*

The Patents Act governs the patent regime in India and recognises process patents as well as product patents. The Patents Act provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

(ii) *Trade Marks Act, 1999 ("**Trade Marks Act**")*

The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. It prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks. In addition to the domestic laws, India is a party to several international intellectual property related instruments including the Patent Co-operation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, and as a member of the World Trade Organisation, India is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights, 1995.

(iii) *Information Technology Act, 2000 (“**IT Act**”)*

The Information Technology Act, 2000 (the “IT Act”) has been enacted with the purpose of providing legal recognition to transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as “electronic commerce”. The IT Act also seeks to facilitate electronic filing of documents and create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act has extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer]system or computer network located in India

4. Foreign investment and import/export

FDI in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by the RBI thereunder, and the FDI Policy. FDI is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which FDI is sought to be made. Under the automatic route, no prior Government approval is required for the issue of securities by Indian companies/acquisition of securities of Indian companies, subject to the sectoral caps and other prescribed conditions. Under the approval route, prior approval from the relevant ministry/ministries of the Government or RBI is required.

FDI for the items/activities that cannot be brought in under the automatic route (other than in prohibited sectors) may be brought in through the approval route. Foreign investment in Indian securities is regulated through the consolidated FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/ departments of the Government of India and the RBI.

(i) *The Foreign Trade Act (Development and Regulation) Act, 1992 (“**Foreign Trade Act**”)*

The Foreign Trade Act has empowered the Government to make provisions for the development as well as regulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the country and in all the other matters related to foreign trade. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act provides for certain appointments especially that of the Director-General to advise the Central Government in formulating import and export policy and to implement the same. Further, the act commands every importer as well as exporter to obtain a code number called the Importer Exporter Code Number (IEC) from the Director-General or the authorized officer. The act provides the balancing of all the budgetary targets in terms of imports and exports. The principal objectives here include the facilitation of sustain growth as to the exports of the country, the distribution of quality goods and services to the domestic consumer at internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength, industry as well as services and improvement of their competitiveness to meet all kinds of requirement of the global markets.

(ii) *Foreign Trade Policy & Handbook of Procedure*

The FTP is notified by the Government in exercise of its powers conferred under the Foreign Trade (Development and Regulation) Act 1962 (the “FTDR Act”). FTP contains all the policy relating to import and export to be followed by the trade, industry and the DGFT authorities. The Handbook of procedure (the “HBP”) is notified by the Director General of Foreign Trade by means of a public notice. HBP lays down the procedure to be followed by the exporter and importer or by any licensing authority/Regional authority for the purposes of implementing the FTDR Act. HBP also lays down the various forms, appendices for use by the importers and exporters for availing the various policy benefits.

(iii) *Customs Act 1962*

The Customs Act 1962 contains the law and procedure to regulate the import and export into and out of India. It contains all the statutory provisions to enable the union government to levy customs duties on import and exports. Section 12 of the Act contains the relevant provisions in this regard. The items and rates of duties are specified in the Customs Tariff Act 1975.

(iv) *Custom Tariff Act, 1975*

The Customs Tariff Act contains the various chapters/sections relating to the items of import and export. The Act specifies the rate of customs duty payable on import and export. Customs duties are of different types, Basic customs duties, Additional customs duty, Antidumping duty, Countervailing duties etc.

5. Tax legislations

(i) *Income Tax Act, 1961*

The IT Act is applicable to every domestic/foreign company whose income is taxable under the provisions of this Act. Every Company required to furnish Accountant's Report under section 92E of the Income-tax Act, 1961 is required to file its income tax return for every previous year by November 30 of the assessment year. In case of other companies, the due date of filing of Income tax Return is October 31 of the assessment year. Additionally, every company is required to comply with other provisions under the Income-tax Act, 1961, as applicable to the company, in relation to Tax Audit, Transfer Pricing, Tax Deduction at source, Tax Collection at Source, Advance tax, Minimum Alternate Tax, etc.

(ii) *Goods & Services Tax Act, 2017*

GST law imposes tax on sale of goods or services, and comprises of (i) Central Goods and Services Tax Act, 2017 (ii) State Goods and Services Tax Act, 2017 as notified by respective States, (iii) Union Territory Goods and Services Tax Act, 2017, (iv) Integrated Goods and Services Tax Act, 2017 including Integrated Goods and Services Tax (Extension to Jammu and Kashmir Act, 2017), (v) Goods and Services Tax (Compensation to States) Act, 2017 (hereinafter referred as CGST, SGST, UTGST, IGST and CESS respectively at the GST portal) and (vi) Rules, Notifications, Amendments and Circulars issued under the respective Acts.

6. Legislations on Manufacturing and Operations

(i) *The Factories Act, 1948*

The Factories Act applies to any 'factory' which on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories, registration and licensing. The Occupier of every factory is required to ensure the health, safety and welfare of all the workers at the factory premises. The Occupier is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision safe working conditions in the factory premises.

(ii) *Industrial Disputes Act, 1947*

The Industrial Disputes Act makes provision for the investigation and settlement of industrial disputes, and for certain other purposes.

(iii) *Industrial Employment (Standing Orders) Act, 1946 ("**Standing Orders**")*

The Standing Orders Act requires employers in industrial establishments to formally define conditions of employment under them and to require employers in industrial establishments to define with sufficient precision the conditions of employment under them and to make the said conditions known to workmen employed by them.

(iv) *The Petroleum Act, 1934*

The Petroleum Act regulates the import, transport, storage, production, refining and blending of petroleum. Under its rules, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

(v) *The Boilers Act, 1923*

The Boilers Act seeks to regulate inter alia, the manufacture, possession and use of boilers. Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use, by the Inspector so appointed by the relevant State Government. In the event of the use of boilers in non-compliance with the Boilers Act, a fine may be imposed on the owner of such boiler. The Boilers Regulations provide for inter alia, standard requirements with respect to material, construction, safety and testing of boilers.

(vi) *The Explosives Act, 1884*

The Explosives Act regulates the manufacture, possession, use, sale, transport and importation of explosives and provides for rules to be made thereunder. It requires persons engaged in the business of manufacture, sale, transport, import or export of any explosives to obtain a licence for the same from the Central Government. Under the provisions of the Explosives Act, the Central Government has the power to prohibit the manufacture, possession or importation of dangerous explosives.

(vii) *Legal Metrology Act, 2009*

The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods, which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

(viii) *Shops and Establishments Legislations*

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. These legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, health, safety and maintenance of shops and establishments and other rights and obligations of the employers and employees**.**

(ix) *Bureau of Indian Standards Act, 2016 ("**BIS Act**")*

The BIS Act establishes Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity Further, the BIS Act also provides for repair or recall, including product liability of the products bearing a standard mark but not conforming to the relevant Indian Standard.

- Vinyl Pyridine Latex specification (IS 12844:1989)
- Ester Gum specification (IS 356:1991), used in paints, varnishes, and related products

- Ester Gum specification (IS 13704:1993), for food-grade applications

7. Legislations relating to Fertilizer Industry

(i) *The Essential Commodities Act, 1955*

The Essential Commodities Act provides for the regulation and control of production, supply, distribution and pricing of commodities which are declared as essential, for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices. Under Section 3 of the Essential Commodities Act, if the Government, in the interest of maintaining or increasing supplies of any essential commodity or for securing their equitable distribution and availability at fair prices, it may, by order, provide for regulating or prohibiting the production, supply and distribution thereof and trade and commerce therein. Such orders may provide for, among other things, controlling the price at which essential commodities are sold, requiring any person producing an essential commodity to sell the whole or a part of the produce and so on. Violation of the terms of these orders are punishable under Section 7 of the Essential Commodities Act. Further, the Schedule of the Essential Commodities Act provides for a list of essential commodities, including but not limited to drugs, fertilizers (whether inorganic, organic or mixed, foodstuffs and petroleum. Under Section 2A of the Essential Commodities Act, the Government may add or remove any commodity from the Schedule.

(ii) *The Fertilizer (Inorganic, Organic or Mixed) (Control) Order, 1985*

In exercise of the powers conferred on the Government by Section 3 of the Essential Commodities Act, the Government notified the Fertilizer Order. As per the Fertilizer Order, no person shall sell or carry on the business of selling fertilizer without obtaining prior permission of the State Government. The State Government has the power to issue license for trading in fertilizers for a period of three years, which may be renewed, suspended or cancelled at its discretion. Further, the State Government also has the power to issue a certificate of manufacture, without which, no person can carry on the business of manufacture of fertilizers. The Fertilizer Order also prescribes certain standards that are required to be followed during the manufacture of fertilizers. No person can manufacture, import or sell any mixture of fertilizers unless such mixture conforms to the standards laid down by the Government vide the Fertilizer Order. Further, the Government has the power to regulate prices, and to direct manufacturers/importers to sell fertilizers to particular States, in order to ensure fair and equitable access to farmers across India.

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company

Our Company was incorporated as a private limited company under the Companies Act, 1956, in Uttar Pradesh, India, under the name of Canonical Infotech Solutions Private Limited pursuant to a certificate of incorporation dated August 21, 2008 issued by the Deputy Registrar of Companies, Uttar Pradesh and Uttranchal. The name of the Company was changed from its initial name of Canonical Infotech Solutions Private Limited to Jubilant Agri and Retail Private Limited by a fresh certificate of incorporation consequent upon change of name dated March 7, 2011 issued by the Assistant Registrar of Companies, Uttar Pradesh and Uttranchal. Thereafter, the name of the Company was again changed from Jubilant Agri and Retail Private Limited to Jubilant Agri and Consumer Products Private Limited by a fresh certificate of incorporation consequent upon change of name dated May 6, 2011 issued by the Registrar of Companies, Uttar Pradesh and Uttranchal. Subsequently, the name of the Company was again changed from Jubilant Agri and Consumer Products Private Limited to its current name of Jubilant Agri and Consumer Products Limited by a fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated May 10, 2011 issued by the Assistant Registrar of Companies, Uttar Pradesh and Uttranchal.

Registered office of our Company

The registered office of our Company is currently situated at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh, India.

<table>
<tr><th>S. No.</th><th>Change of Registered Office</th><th>Date of Change</th><th>Reason</th></tr>
<tr><td>1.</td><td>The Company's registered office was changed from "22, Nirupama Colony, Behind CMO Office, Stanely Road, Allahabad – 211002, Uttar Pradesh" to "B-1696/1, G.T.B. Nagar, Kareli, Allahabad – 211016, Uttar Pradesh".</td><td>September 1, 2008</td><td rowspan="3">With a view to carry out the business efficiently and achieving the administrative and operational conveniences.</td></tr>
<tr><td>2.</td><td>The Company's registered office was changed from "B-1696/1, G.T.B. Nagar, Kareli, Allahabad – 211016, Uttar Pradesh" to "Plot No. 1A, Sector 16A, Institutional Area, Noida – 201301, Uttar Pradesh".</td><td>February 21, 2011</td></tr>
<tr><td>3.</td><td>The Company's registered office was again changed from "Plot No. 1A, Sector 16A, Institutional Area, Noida – 201301, Uttar Pradesh" to its current location at "Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh".</td><td>August 1, 2013</td></tr>
</table>

Corporate office of our Company

The corporate office of our Company is located at Plot 1A, Sector 16A, Institutional Area, Noida, Gautam Buddha Nagar - 201301, Uttar Pradesh, India.

Changes in the name of our Company

Change of Name	Date of Change	Reason
The name of the Company was changed from its initial name, "Canonical Infotech Solutions Private Limited" to "Jubilant Agri and Retail Private Limited".	March 7, 2011	The objects of the Company were altered in relation to its agriculture and retail business and to reflect its relationship with Jubilant Enpro Private Limited (erstwhile holding company).
The name of the Company was again changed from "Jubilant Agri and Retail	May 6, 2011	To reflect the consumer product business in the name of the Company.

Private Limited" to "Jubilant Agri and Consumer Products Private Limited".		
The name of the Company was again changed from "Jubilant Agri and Consumer Products Private Limited" to its current name, "Jubilant Agri and Consumer Products Limited".	May 10, 2011	Due to the conversion of the Company to a public limited company,

Major events in the history of our Company

Financial Year	Events and Milestones
2024-25	The Allahabad Bench of the NCLT vide its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 sanctioned the Scheme between the Amalgamating Companies, JIL and the Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act which inter alia provided for the amalgamation of JIL into the Company.
2019-20	Re-commencement of operations at the manufacturing facility engaged in the production of Single Super Phosphate located at Kapasan, Rajasthan.
2016-17	Temporary discontinuation of operations at the manufacturing facility engaged in the production of Single Super Phosphate located at Kapasan, Rajasthan.
2015-16	The Allahabad High Court vide its order dated October 1, 2015 sanctioned the reduction in securities premium amount appearing in the Company's books of accounts by Rs. 204,11,19,478 (i.e. from Rs. 259,73,80,830 to Rs. 55,62,61,352), by setting off the accumulated losses of the Company against the Company's securities premium account as on March 31, 2015.
	The Company transferred its retail business undertaking to Aditya Birla Retail Limited pursuant to a business transfer agreement dated May 12, 2015.
2011-12	The Allahabad High Court vide its order dated January 16, 2012 sanctioned the scheme of arrangement between Enpro Oil Private Limited, JIL and the Company and their respective shareholders and creditors under Sections 391-394 of the Companies Act, 1956 which inter alia provided for: (i) transfer by way of a slump sale of JIL's business pertaining to (A) manufacturing and sale of agri products, consisting of SSP and agro chemicals for crop products; and (B) manufacturing and sale of consumer products, into the Company. (ii) Transfer by demerger of Enpro Oil Private Limited's business pertaining to the sale of consumer products, whole sale cash and carry trade and leasing, into the Company.

Key awards, accreditations and recognition

The Company has obtained the following awards/accreditations:

Financial Year	Awards and Accreditations
2023-24	Our Company's Gajraula plant has received Greentech Safety Award, for plant's performance in Safety Excellence.
	Our Company's Gajraula plant has received four Star Rating from VZ-RSI (VISION ZERO RATING SYSTEM) for outstanding achievement in Safety Health and Wellbeing for Sustainable business growth.
	Our Company's Gajraula plant has received ECOVADIS certificate for Sustainable Performance.

	Our Company's Savli plant has received ECOVADIS certificate for Sustainable Performance.
	Our Company's Sahibabad plant has received Greentech Environment Award", for Environment Excellence.
	Our Company's Sahibabad plant has received Certificate of Appreciation", from NSCI (National Safety Council of India), for Safety performance.
	Our Company's Kapasan plant has received Four Star rating in Environment Excellence award.
2022-23	Our Company's Gajraula plant has received Platinum Award for outstanding achievement in Environment Management in India's prestigious "Grow Care India Award – 2022".
	Our Company's Gajraula plant has been awarded Rating-3 for the award of VZ-RSI for outstanding achievement in "Vision Zero Approach for Safety, Health and Wellbeing for Sustainable Business Growth".
	Our Company's Savli, Vadodara plant in Gujarat has been awarded Silver Rating for the Sustainable Performance by ECOVADIS.
2021-22	Our Company's Gajraula plant has received a Platinum Category "Grow Care India OHS Award 2021" in Chemical Sector for outstanding achievement in Occupational, Health & Safety.
2020-21	Our Company's Gajraula plant has received GOLD AWARD in India's prestigious Grow Care India Environment award 2020 in Chemical Sector for outstanding achievement in Environment Management.
2019-20	Our Company's has received "Glow Care India Safety Award" in Gold Category in Chemical Sector for outstanding achievement in safety management.
2018-19	Our Company's has received FAME Excellence Platinum Award for outstanding achievement in Quality Excellence.
	Our Company's has received Grow Care India Safety Award in Gold category in Chemical Sector for outstanding achievement in Safety Management System.
	Our Company's has received Grow Care India Environment Award in Gold category in Chemical Sector for outstanding achievement in environment management system.
	Our Company's has received Greentech Safety Platinum Award in Chemical Sector for outstanding achievement in environment management system.
2017-18	Our Company's has received Grow Care India Environment Gold Award in Chemical Sector for outstanding achievement in environment management.
	Our Company's has received 16th Annual Greentech Safety Gold Award in Chemical Sector for outstanding achievement in safety management.
2016-17	Our Company has been declared Winner of 17th Annual Greentech Environment GOLD AWARD in Chemical Sector for outstanding achievement in Environment Management.
	Our Company's has received SILVER Award for outstanding achievements in Training Excellence in India's prestigious "6th Annual Greentech HR Award – 2016.
	Our Company's has received GOLD AWARD for outstanding achievements in Quality Excellence in India's Prestigious "FAME Excellence Award – 2016.
	Our Company's has received GOLD AWARD in Chemical Sector for outstanding achievement in Safety Management.
2015-16	Our Company's Gajraula plant has received the Gold Award of Greentech Safety Award 2015 in Chemical sector for outstanding achievement in Safety Management system for the year 2015. Gajraula plant has been awarded for the *consecutive fifth year*.
	The Company's Consumer Product Division (CPD) Jivanjor Achiever's Club was also Awarded with the "Best Use of Technology in a Loyalty program" in the AIMIA – 9th Loyalty Awards at Mumbai.
	Our Company's Gajraula plant has received the Gold Award of Greentech Environmental Award 2015 in Chemical sector for outstanding achievement in Environmental Management system for the year 2015. Gajraula plant has been awarded for the *consecutive second year*.
	Our Company has been declared a Winner of India's Prestigious Asia Pacific Hrm Congress Awards 2015 for "Best in Corporate Social Responsibility Practices".
2014-15	Our Company has been declared Winner of 15th Annual Greentech Environment Award 2014 GOLD AWARD in Chemical Sector for outstanding achievement in Environment Management by Greentech Foundation.
	Our Company has been declared Winner of Silver Award in Chemical Sector for

	outstanding achievements in Safety Management for the year 2014 for the *consecutive third year* by *Greentech Foundation.*
	Our Company has been declared Winner of 4th Annual Greentech CSR Award 2014 Silver Award in Consumer Products sector for outstanding achievement in CSR Initiatives by Greentech Foundation.
	Our Company has been declared Winner of Asia Pacific HRM Congress Awards 2014 for "Best in Corporate Social Responsibility Practices".
2013-14	Our Company's Gajraula plant has received the SILVER Category GREENTECH SAFETY AWARD 2013 in Chemical sector for outstanding achievement in Safety Management system for the year 2012-13.
	Our Company's Gajraula plant has received Silver Award 2014 of GREENTECH ENVIRONMENT AWARD in *Chemical sector* for outstanding achievement in Environment Management System for the year 2013.
	Our Company's (Raipur CPD Team) has received the prestigious "Best Cooperation Award" from the Raipur Plywood Traders Association and the Company (Indore CPD Team) has received the "Sanmaan Patra" from the Plywood & Laminate Vyapari Association of Indore in recognition of active involvement of the "Jivanjor" brand in joint marketing initiatives with the plywood dealers to enhance brand salience and increase territory sales.
	Our Company's Kapasan Plant received 'Letter of Appreciation' from honourable Cabinet Minister Dr. Girija Vyas in recognition of the CSR activity at Chittorgarh district level for community health and family planning activities in villages of plant vicinity.
2012-13	Jubilant Industries Ltd. Gajraula Plant has been declared as Winner of prestigious *Greentech Safety Award 2012 – Silver Award – Chemical Sector* for their outstanding achievement in Safety Management System.
	Jubilant Industries Limited, Gajraula has been awarded Global Award for Excellence in Quality Management and Leadership on "Best in Class Manufacturing" during World Quality Congress Conclave on 22nd November 2012 at Mumbai.
	Kapasan Plant received 'Letter of Appreciation' from Chittorgarh District Public Health Engineering Dept for CSR activity for supply of water to villages in plant vicinity.
2011-12	Frost and Sullivan – India manufacturing gold award.
	Fertilizer Association of India(FAI)- Runner up in Golden Jubilee Award.
	Agricultural Leadership Summit 2011- Corporate Leadership Award 2011.
	District Administration Chittorgarh – Letter of Appreciation for support in health programs through CSR.
	National Quality Conclave- Joint winner of prestigious Quality Council of India(QCI)- D.L Shah National Award on " Economic of Quality"(Under Category B1: Large Scale Manufacturing Sector).
	Jubilant Industries Limited was conferred the "Amity HR Excellence Award for Leadership Builders".

Time/cost overrun in setting up projects

Our Company has not experienced any time or cost overruns in relation to any projects since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There have been no defaults or rescheduling/ restructuring of our Company's borrowings from financial institutions/ banks.

Revaluation of assets

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares by capitalizing any revaluation reserves.

Strikes and Lock-Out

Our Company has not experienced any strike, lock-outs or labour unrest in the past.

Main objects as set out in the Memorandum of Association of our Company

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 cynamide, 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 Acealate 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, acrylonitrite, 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, earthwares, 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.

Changes in Memorandum of Association

Since the incorporation of our Company, the following changes have been made to our Memorandum of Association.

Date of Shareholders' Meeting	Particulars
Change in the name of the Company	
February 21, 2011	Change in the name of the Company from "Canonical Infotech Solutions Private Limited" to "Jubilant Agri and Retail Private Limited".
May 5, 2011	Change in the name of the Company from "Jubilant Agri and Retail Private Limited" to "Jubilant Agri and Consumer Products Private Limited".
May 6, 2011	Change in the name of the Company from "Jubilant Agri and Consumer Products Private Limited" to its current name, "Jubilant Agri and Consumer Products Limited".
Change in the objects clause of the MoA	
February 21, 2011	Change in Clause No. III of the MoA of the Company pursuant to which the current objects clause was incorporated.
Change in Authorised Share Capital of the Company	
For details, see "*Changes in Authorized Share Capital of our Company*" under the section titled "*Capital*	

Structure” at page no. 32.

Holding company, Associate Company & Joint Ventures / Strategic Partners

Prior to the Effective Date, our Company was a subsidiary of JIL. However, as on the date of this Draft Information Memorandum, our Company does not have any holding company nor any associate company nor any joint ventures/strategic partners.

Subsidiary

As on the date of this Draft Information Memorandum, our Company has the following wholly owned subsidiary which is engaged in overseas trading of SPVA and VP Latex, which is a complimentary line of businesses as that of our Company. As on the date of this Draft Information Memorandum, there is no conflict of interest amongst our subsidiary and our Company.

Name of the Subsidiary	Nature of business	Capital Structure		Shareholding of the Company	Accumulated Profits not accounted for by the Company
		Authorized Capital	Issued, Subscribed and Paid-up Capital		
Jubilant Industries Inc. (USA)	Overseas trading of solid poly vinyl acetate and VP Latex	3,000 Shares without Par Value	100 Shares	100%	Rs. 769.97 Lakhs

The summary of financial results of Jubilant Industries Inc. for the financial year ended March 31, 2024 is as under:

(INR in thousands, except per share data)

Particulars	March 31, 2024
Net Worth	1,01,481.84
Total Income	10,18,354.95
Profit after Tax	16,744.75
Book Value	5,07,409.21

Shareholders' agreements and other agreements

As on the date of this Draft Information Memorandum, there are no subsisting shareholders' agreements in relation to our Company.

There is no agreement entered into by a Key Managerial Personnel or Senior Management or a Director or a Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings in the securities of our Company.

There are no material agreements entered into by our Company, other than in the ordinary course of business of the Company that are subsisting on the date of this Draft Information Memorandum.

Our Company does not have any strategic/financial partners.

OUR MANAGEMENT

Subject to the provisions of the Companies Act and the Articles of Association, the number of Directors on our Board shall not be less than 3 (three) and not more than 12 (twelve) including nominees of the lending institutions.

As on the date of this Draft Information Memorandum, our Board comprises of 6 (six) Directors, out of which 3 (three) are independent Directors, including 1 (one) woman Director. The composition of the Board of Directors is in compliance with the Companies Act and the SEBI LODR Regulations.

Board of Directors

The following table sets forth details of our Board as of the date of filing of this Draft Information Memorandum with the Stock Exchanges:

S.No.	Name, Designation, DIN, Occupation, Term and period of directorship	Date of Birth and Age (years)	Address	Directorship in other Companies
1.	**Mr. Priyavrat Bhartia** **DIN:** 00020603 **Designation:** Chairman & Non-executive Director **Occupation:** Business **Term of directorship:** N.A. **Period of directorship/ Date of Appointment:** May 9, 2011	October 04, 1976 (47 years)	19, Friends Colony (West), New Delhi – 110065, India	• Jubilant Pharmova Limited • Jubilant Ingrevia Limited • Digicontent Limited • HT Media Limited • Hindustan Media Ventures Limited • Jubilant Enpro Private Limited • Jubilant Realty Private Limited • Jubilant Stock Holding Private Limited • Earthstone Holding (Two) Private Limited • SPB Trustee Company Private Limited • SSP Trustee Company Private Limited
2.	**Mr. Shamit Bhartia** **DIN:** 00020623 **Designation:** Non-executive Director **Occupation:** Business **Term of directorship:** N.A. **Period of directorship/ Date of Appointment:** January 18, 2012	April 27, 1979 (44 years)	19, Friends Colony (West), New Delhi – 110065, India	• Hindustan Media Ventures Limited • HT Media Limited • Jubilant FoodWorks Limited • Jubilant Motorworks Private Limited • Usha Flowell Limited. • Goldmerry Investment & Trading Company Limited • Earthstone Holding (Two) Private Limited • SBS Trustee Company Private Limited • SS Trustee Company Private Limited
3.	**Mr. Mohandeep Singh** **DIN:** 10661432 **Designation:** Whole-time Director & CEO **Occupation:** Service	May 4, 1970 (54 years)	Flat No. 702, Tower-8, Unitech Harmoney, Sector-50, South City-II, Gurgaon-122018	Nil

	Term of directorship: 5 years **Period of directorship:** June 27, 2024 to June 26, 2029			
4.	**Ms. Sanjanthi Sajan** **DIN:** 00431379 **Designation:** Non-executive, Independent Director **Occupation:** Professional **Term of directorship:** 5 years **Period of directorship:** February 10, 2024 to February 9, 2029	December 14, 1974 (49 years)	Poovayya House, 25/1, 1st Cross Ulsoor Road, Bangalore – 560042, Karnataka, India.	• Coffee Blossom Hospitality And Estates Private Limited • Laya and Tia Infotechnologies Private Limited • Destress Holisitc Heath Private Limited • Raiden Infotech India Private Limited • Google Connect Services India Private Limited
5.	**Mr. Radhey Shyam Sharma** **DIN:** 00013208 **Designation:** Non-executive, Independent Director **Occupation:** Professional **Term of directorship:** 5 years **Period of directorship:** October 25, 2023 to October 24, 2028	February 1, 1951 (72 years)	B3-1102, The World SPA (W), Sector30, Gurugram-122001	• Polycab India Limited • North East Power Transmission Company Private Limited • Sembcorp Gayatri Power Limited • Seil Energy India Limited • Sembcorp Green Infra Limited • Independent Energy Policy Institute • Jubilant Agri and Consumer Products Limited • Corevalues Consulting Private Limited • Indian Gas Exchange Limited
6.	**Mr. Ravinder Pal Sharma** **DIN:** 03411214 **Designation:** Non-executive, Independent Director **Occupation:** Professional **Term of directorship:** 5 years **Period of directorship:** September 3, 2020 to September 2, 2025	April 1, 1963 (60 years)	M 337 Guru Harkishan Nagar, Paschim Vihar, New Delhi-110087	Nil

Brief Profile of the Directors

Mr. Priyavrat Bhartia is a Non- Executive Director. He holds a bachelors' degree in Economics from Dartmouth College, USA and a Masters degree in Business Administration from Stanford University (USA). Mr. Priyavrat Bhartia is Managing Director of Jubilant Pharmova Limited and is also on the Board of number of companies including Jubilant Industries Limited, Jubilant Enpro Private Limited, HT Media Limited, Digicontent Limited, The Hindustan Times Limited, Hindustan Media Ventures Limited and on the Board of other companies.

Mr. Shamit Bhartia is a Non-executive Director. He holds a degree in Economics from Dartmouth College, USA. He has worked in the Corporate Finance and M&A Group, Lazard Frere, New York, from July 2001 till August 2002. Mr. Shamit Bhartia is Managing Director of HT Media Ventures Limited and is also on the Board of various other companies, viz. HT Media Limited, Jubilant FoodWorks Limited, Jubilant Industries Limited.

Ms. Sanjanthi Sajan is an Independent Director and is a seasoned lawyer with over two decades of experience, is the Managing Partner at Poovayya & Co., recognized as a top-tier lawyer by IBLJ, she is also an entrepreneur, acknowledged by 'The CEO Magazine.' Ms. Sajan is the founder of Meriyanda Nature Retreat & Spa, a leading ecofriendly resort in Coorg, Karnataka. Passionate about environmental sustainability, she oversees Meriyanda Plantation's projects in the western ghat region. In addition to her legal and business achievements, Ms. Sajan is involved in education advocacy and serves on the Board of the Canadian International School. Committed to pro bono work, she champions legal causes for women, children, and marginalized communities. During the Covid crisis, she initiated the 'Assist a Junior' program to support young lawyers. A dedicated philanthropist, Ms. Sanjanthi Sajan exemplifies a holistic approach to success, making positive contributions to law, business, and society.

Mr. Radhey Shyam Sharma is an Independent Director and holds Bachelor’s Degree in Commerce from Delhi University. He is a fellow member of the Institute of Cost Accountant of India and an associate member of the Indian Institute of Bankers (CAIIB). He also attended various management programs in India and overseas more specific to Oil and Gas Industry & Management Strategies. Mr. Sharma has over four decades of rich experience in Banking, Finance & Treasury in India and abroad. He had joined Union Bank of India in 1972 with experience in branch banking and specialization in Credit Appraisal. Further, he was the member of middle level finance team of another PSU engaged in construction in roads and bridges in foreign countries, including functioning as Regional Head of Finance for Iraq region from October 1982 to July 1986. He had joined Oil and Natural Gas Corporation Limited (ONGC) in 1988 and handled various key areas of his expertise like Financial Management, Financial Appraisal, Project Appraisals, Treasury Management at middle and senior level in various projects as well as the corporate office. Further, he had been appointed as Director – Finance of ONGC in 2002 and also headed the additional position of Director – Finance of ONGC Videsh Limited and rose to the position of Chairman & Managing Director of ONGC in May, 2006. He had been a member of various Committees like Search Committee for Selection of Chairman & Members of Competition Commission of India, Committee constituted by the Ministry of Corporate Affairs (MCA) to formulate a Policy Document on Corporate Governance, Chairperson of Quality Review Board, Institute of Cost Accountants of India and Chairperson of expert committee constituted by MCA to examine issues relating to maintenance of Cost Records & Cost Audit. Presently, he is associated with Mckinsey & Company Inc as Senior Advisor and mentor of Hydrocarbon Committee, FICCI.

Mr. Ravinder Pal Sharma is an Independent Director and holds a Bachelors’ Degrees in ‘Commerce’ and ‘Law’ from ‘Delhi University’. He is a fellow member of the ‘Institute of Chartered Accountant of India (“ICAI”). Mr. Sharma is a Chartered Accountant in practice as the Managing Partner of M/s. P.R. Mehra & Co. (established since 1921), with over 30 years of experience in the areas of auditing, accounting, finance, and corporate regulatory consultancy. He has been awarded by ICAI on numerous occasions. He has also authored several books on topics of professional interest viz. Goods & Services Tax Act, Foreign Exchange Management Act, Company Directors, Internal Audit etc., and a journal on Legal & Commercial Regulatory Matters. He has contributed various articles in leading newspapers on topics of professional interest and has been a regular speaker at seminars and also a visiting faculty to the courses organised by ICAI.

Mr. Mohandeep Singh is an Executive Director with a wealth of experience spanning over 30 years across various companies. He holds a Mechanical Engineering degree from Punjab Engineering College and an MBA from Symbiosis Institute of Management Studies. Mr. Singh spent over 14 years at Samsung India, where he held multiple roles in Sales and Marketing across various businesses. His last position at Samsung India was as Senior Vice President and Head of the Visual Display Business. Prior to Samsung, he worked with Philips and Asian Paints, gaining extensive experience in sales across different geographies in India. His expertise includes building channels in retail and distribution.

Details of directorship in companies suspended or delisted

None of our Directors have held or are holding directorship in any listed companies whose shares have been or were suspended from being traded on the Stock Exchanges or whose shares have been or were delisted from the

Stock Exchange.

Relationship between our Directors or Key Managerial Personnel or Senior Management

As on the date of this Draft Information Memorandum, none of the Directors are related to each other except for Mr. Priyavrat Bhartia and Mr. Shamit Bhartia are brothers. None of the Key Managerial Personnel or Senior Management are related to any of the Directors.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors or member of Senior Management have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Service contracts with Directors

There are no service contracts entered into between any of our Directors and our Company for provision of any benefits upon termination of directorship.

Borrowing Powers of the Board

Pursuant to Clause 4.4 of Part C of the Scheme, the limits under Section 180(1)(c) of the Companies Act approved by JIL, shall be added to the limits approved under Section 180(1)(c) of the Companies Act by the Company with effect from the Appointed Date. The shareholders of JIL through their resolution passed by postal ballot on September 8, 2014, approved the limits of borrowing up to INR 500 Crores under Section 180(1)(c) of the Companies Act. With effect the coming into effect of the Scheme, INR 500 Crores was added to the existing limits of borrowing of our Company as approved under Section 180(1)(c) of the Companies Act amounting to INR 500 Crores, as a result of which the enhanced borrowing limit of the Company shall be INR 1,000 Crore under Section 180(1)(c) of the Companies Act.

Remuneration for our Directors

The Board is comprised of 6 (six) Directors consisting of executive, non-executive and Independent Directors including 1 (one) independent woman director.

Compensation payable to our Executive Directors

Mr. Mohandeep Singh

Mr. Mohandeep Singh was appointed as the Chief Executive Officer and Whole-time Director for a period of 5 (five) years effective June 27, 2024 on the following terms and conditions including remuneration:

(a) Salary, Perquisites, Allowances & Other Benefits shall not exceed Rs. 4,73,12,980 (Rupees Four crores seventy three lacs twelve thousand nine hundred eighty only) per annum. Perquisites, allowances, & other benefits like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, car expenses, car maintenance, car reimbursement, driver salary, special allowance, Performance linked Variable Pay (based on the performance parameters laid out in the Company's Variable Pay Plan), Group Term Life Insurance, mediclaim, personal accident insurance, leave travel concession for himself and his family and such other perquisites and allowances as may be allowed under the Company's rules/schemes.

(b) Company's contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration.

(c) LTIP as per ESOP Scheme and as approved by NRC

(d) the remuneration stated above may be altered, enhanced and varied by the Board of Directors of the Company from time to time, considering the performance of CEO & MD, profitability of the Company and other relevant factors to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.

Compensation payable to our Non-executive Directors

Mr. Priyavrat Bhartia and Mr. Shamit Bhartia, Non-executive Non Independent directors have opted not to take any remuneration including sitting fee.

The non-executive independent Directors are paid remuneration by way of sitting fees and other expenses (travelling, boarding and lodging incurred for attending the Board/committee meetings).

Our Company shall pay a sitting fee per meeting to the non-executive independent Directors for attending Board/committee meetings as per the following:

S.No.	Meetings	Sitting fees (Rupees per meeting)
1	Board of Directors	1,00,000
2.	Separate meetings of the Independent Directors	50,000
3.	Audit Committee	1,00,000
4.	Nomination, Remuneration & Compensation Committee	50,000
5.	Risk Management Committee	50,000
6.	Stakeholders Relationship Committee	15,000
7.	Sustainability and Corporate Social Responsibility Committee	30,000
8.	All Committees other than above	15,000
9.	Any other special meeting of the Directors called by the Management or meetings held as required by law	50,000

Bonus or profit sharing plan for our Directors

None of our Directors are party to any bonus or profit sharing plan of our Company.

Details of Equity Shares held by our Directors

Except as stated below, there are no other Directors who hold Equity Shares in our Company as on the date of this Draft Information Memorandum:

S.No.	Name of Director	No. of Equity Shares	% shareholding
1.	Mr. Priyavrat Bhartia	253	0.00
2.	Mr. Shamit Bhartia	6,561	0.04
Total		**6,814**	**0.04**

Our Articles of Association do not require our Directors to hold any qualification shares.

Interest of Directors

Nature of interest

All our executive Directors and non-executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company and our independent Directors may be deemed to be interested to the extent of sitting fees and commission, if any, payable to them for attending meetings of our Board or committees thereof.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Interest in land and property

Our Directors have no interest in any property acquired by our Company or proposed to be acquired for or by our Company or in any transactions relating to acquisition of land, construction of building and supply of machinery as on the date of this Draft Information Memorandum.

Interest in promotion or formation of our Company

None of our Directors have any interest in the promotion or formation of our Company as on the date of this Draft Information Memorandum.

Business interest

Except the remuneration and sitting fees that are payable, our Directors do not have any other business interest in our Company.

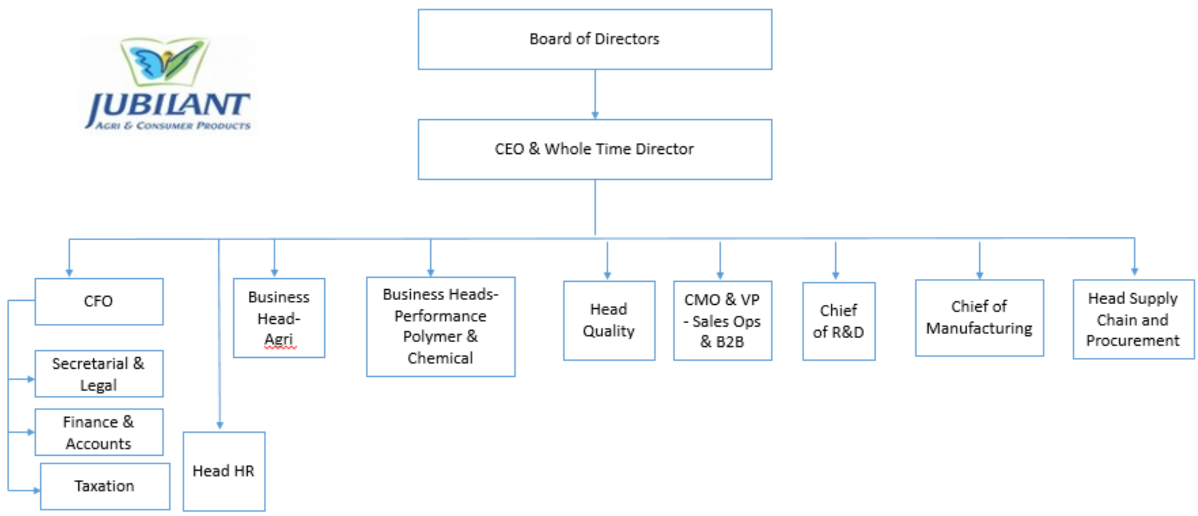
No loans have been availed by our Directors or the Key Management Personnel from our Company.

Our Company has not made any payments in cash or shares or otherwise to any of our Directors or to firms or companies in which any of our Directors are interested as members or promoters nor has any Directors been offered any inducements to become interested in any firm or company, in connection with the promotion or formation of our Company.

Changes in our Board of Directors in the last three years

S.No.	Name of Director	Designation	Appointment Date	Date of Change
1.	Mr. Manu Ahuja	CEO & Whole-time Director	May 10, 2018	December 9, 2023
2.	Mr. Jagat Sharma	Whole-time Director	December 12, 2023	June 26, 2024
3.	Ms. Shivpriya Nanda	Non-executive, Independent Director	August 6, 2014	March 31, 2024
4.	Ms. Sanjanthi Sajan	Non-executive, Independent Director	February 10, 2024	N.A.
5.	Mr. Mohandeep Singh	CEO & Whole-time Director	June 27, 2024	N.A.

Management Organization Structure



Corporate Governance

Applicable provisions of the Companies Act with respect to corporate governance and the provisions of the SEBI LODR Regulations will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges.

Our Company is in compliance with the corporate governance code in accordance with the Companies Act and the SEBI LODR Regulations, particularly those relating to composition of Board of Directors and constitution of committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive m management team and constitution of the Board committees, as required under applicable law. Our Board has been constituted in compliance with the Companies Act and the SEBI LODR Regulations. The Board functions either as a full board or through various committees constituted to oversee specific operational areas.

Committees of the Board

In addition to the committees of our Board detailed below, our Board may, from time to time, constitute committees for various functions.

A. Audit Committee

Our Audit Committee was constituted by a resolution of our Board dated June 27, 2024. The current constitution of the Audit Committee is as follows:

S.No.	Name of Member	Designation
1.	Mr. Ravinder Pal Sharma	Chairman
2.	Mr. Radhey Shayam Sharma	Member
3.	Ms. Sanjanthi Sajan	Member
4.	Mr. Mohandeep Singh	Member

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI LODR Regulations, and its terms of reference are as follows:

The role of the Audit Committee shall be as follows:

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

b) Recommendation for appointment, remuneration and terms of appointment of cost auditors and statutory auditors including their replacement or removal.

c) Approval for payment to statutory auditors for any other permitted services rendered by statutory auditors.

d) Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:

   - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report.
   - Changes, if any, in accounting policies and practices and reasons for the same.
   - Major accounting entries involving estimates based on the exercise of judgement by management.
   - Significant adjustments made in the financial statements arising out of audit findings.
   - Compliance with listing and other legal requirements relating to financial statements.
   - Disclosure of any related party transactions.
   - Draft auditors' reports including qualifications, if any.

e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.

f) Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter.

g) Reviewing and monitoring with the management, independence and performance of statutory and internal auditors, adequacy of internal control systems and effectiveness of the audit processes.

h) Reviewing adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

i) Discussion with internal auditors on any significant findings and follow up there-on.

j) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

k) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

l) To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

m) To review the functioning of the Whistle Blower Policy (Vigil Mechanism).

n) Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

o) Approval or any subsequent modification of transactions of the Company with related parties.

p) Scrutiny of inter-corporate loans and investments.

q) Valuation of undertakings or assets of the Company, wherever it is necessary.

r) Evaluation of internal financial controls and risk management system.

s) Review of management discussion and analysis of financial condition and results of operations.

t) Review of management letters/ letters of internal control weaknesses issued by the statutory auditors.

u) Review of internal audit reports relating to internal control weaknesses.

v) Review of financial statements, in particular, investments made by the subsidiary company(ies).

w) Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding Rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.

x) Review compliance with the provisions of the SEBI PIT Regulations, verify that the systems for internal control are adequate, and are operating effectively.

y) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

z) statement of deviations:
- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
- annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

aa) Discharge any other duties or responsibilities as may be prescribed by the law or as may be delegated to the Committee by the Board, from time to time.

B. Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was constituted by a resolution of our Board dated May 28, 2014. The current constitution of the Nomination and Remuneration Committee is as follows:

S.No.	Name of Member	Designation
1.	Mr. Radhey Shyam Sharma	Chairman
2.	Mr. Priyavrat Bhartia	Member
3.	Mr. Ravinder Pal Sharma	Member

The scope and functions of the Nomination, Remuneration and Compensation Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations. The terms of reference of the Nomination, Remuneration and Compensation Committee are as follows:

1. To identify persons who are qualified to become directors in accordance with the criteria laid down and recommend to the Board, their appointment/ removal.

2. To identify persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment/ removal.

3. Specify manner for effective evaluation of performance of Board, Directors and its committees and review its implementation and compliance.

4. To formulate the criteria for determining qualifications, positive attributes and independence of a director.

5. For appointment of an Independent Director on the Board, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director to be appointed.

   The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of an external agency, if required.

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates.

6. Devising a policy on Board diversity.

7. To formulate and recommend to the Board, policies relating to the remuneration of:
   a) Directors
   b) Key Managerial Personnel
   c) Other employees of the Company

8. To discharge the role envisaged under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

9. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

10. Extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

11. Discharge any other duties or responsibilities as may be prescribed by the law or as may be delegated to the Committee by the Board, from time to time.

C. Stakeholders Relationship Committee

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board dated June 27, 2024. The current constitution of the Stakeholders' Relationship Committee is as follows:

S.No.	Name of Member	Designation
1.	Mr. Radhey Shayam Sharma	Chairman
2.	Mr. Ravinder Pal Sharma	Member
3.	Mr. Mohandeep Singh	Member

The scope and functions of the Stakeholders Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations. The terms of reference of the Stakeholders Relationship Committee are as follows:

1. Resolving grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.

2. Review of measures taken for effective exercise of voting rights by the shareholders.

3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

5. To deal with all matters relating to issue of duplicate share certificate, transmission of securities etc.

6. To approve transfer of securities as per powers delegated by the Board and to note transfer of securities approved by the Chief Financial Officer and Company Secretary of the Company.

7. Discharge any other duties or responsibilities as may be prescribed by law or as may be delegated by the Board from time to time.

D. Sustainability and CSR Committee

Our Corporate Social Responsibility Committee was constituted pursuant to a resolution of our Board dated June 27, 2024. The current constitution of the Corporate Social Responsibility Committee is as follows:

S.No.	Name of Member	Designation
1.	Mr. Ravinder Pal Sharma	Chairman
2.	Mr. Radhey Shyam Sharma	Member
3.	Mr. Mohandeep Singh	Member

The terms of reference of the Sustainability and CSR Committee of our Company are as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, and are set out below:

The role of the Committee is:

1. Sustainability
   - To take all steps and decide all matters relating to triple bottom line indicators viz. Economic, Environmental and Social factors.

2. Corporate Social Responsibility
   - To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company;
   - To recommend the amount of expenditure to be incurred on the activities referred in the CSR Policy and review the same; and
   - To monitor the CSR Policy including CSR projects/programmes.

3. Any other as may be prescribed by law or as may be delegated to the Committee by the Board, from time to time.

G. ***Risk Management Committee***

Our Risk Management Committee was constituted pursuant to a resolution of our Board dated November 4, 2024. The current constitution of the Risk Management Committee is as follows:

S.No.	Name of Member	Designation
1.	Mr. Ravinder Pal Sharma	Chairman
2.	Mr. Mohandeep Singh	Member
3.	Mr. Umesh Sharma	Member

The terms of reference of the Risk Management Committee of our Company are as per Regulation 20 of the SEBI LODR Regulations, and are set out below:

(1) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

F. Finance Committee

Our Finance Committee was constituted pursuant to a resolution of our Board dated June 27, 2024. The current constitution of the Finance Committee is as follows:

S.No.	Name of Member	Designation
1.	Mr. Priyavrat Bhartia	Chairman
2.	Mr. Shamit Bhartia	Member
3.	Mr. Mohandeep Singh	Member

The terms of reference of the Finance Committee are as follows:

1. To borrow up to an aggregate amount of INR 1,250 Crores outstanding at any point of time from Banks / Financial Institutions / NBFCs / Mutual Funds / Insurance Companies / Other Companies / Bodies corporate or any other category of lenders out of which the term loan shall not exceed INR 1,000 Crores outstanding at any point of time.

2. To raise funds by issuing commercial paper or any other money market instrument(s) as may be required, from time to time, in one or more tranches, up to an amount of INR 60 Crores to one or more permitted investor(s), including Scheduled Banks, Foreign Institutional Investors, etc. in accordance with the guidelines issued by Reserve bank of India (RBI).

3. To create mortgage and/or charge on any movable and / or immovable properties of the Company for securing the borrowings from time to time including working capital facilities/any other financial assistance from any category of lenders up to an aggregate amount of INR 1,250 Crores outstanding at any point of time.

4. To give Inter Corporate Loan up to an aggregate amount of INR 5 Crores, outstanding at any point of time, in one or more tranches, to Jubilant Industries Limited or any other subsidiary Company(ies).

5. To avail Structured Trade Finance facility including Channel Finance, Domestic Factoring, Cross-border Factoring, Reverse Factoring, Payable Financing, Bill Discounting and / or any other financial facility of similar nature by whatever name called from time to time as may be deemed necessary.

6. To give guarantee or provide security up to an aggregate amount of INR 10 Crores outstanding at any point of time in connection with Structured Trade Finance facility like Channel Finance to any other body corporate or person from any category of lenders from time to time.

7. To make investments, from time to time, in one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) whether short term or long term, in securities including Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instrument(s) whether by way of subscription or otherwise, provided that the aggregate of such investments outstanding at any point of time shall not exceed INR 10 Crores.

8. To open demat account, give such instructions as may be necessary to operate the same including change in authorised signatories and to close such account as and when it is required.

9. To allot the Securities which includes but not limited to Equity Shares, Preference Shares, Warrants, Debentures, etc. as and when it is required to do so.

10. To avail e-Services from Banks/ Financial Institutions including but not limited to TF-Connect service, internet banking service or any other services of like nature.

11. To open Bank Accounts, give such instructions as may be necessary to operate the same including change in authorised signatories and to close such accounts as and when it is required.

12. To deal with matters related to transaction(s) of purchase or sale of spot and forward Foreign Exchange against exports, imports and foreign currency loans of the Company and other forex transactions including Derivatives etc.

13. To make necessary changes in the Chart of Authority (COA) from time to time for the purpose of streamlining the day-to-day operations of the Company.

14. To do all such deeds and acts as may be incidental and consequential thereto to give effect to the above actions.

Key Managerial Personnel and Senior Management			
Name & Designation	**Date of appointment***	**Previous Employment**	**Brief Profile**
Mr. Umesh Sharma (Chief Financial Officer)	May 10, 2018	Jubilant Enpro Private Limited	Mr. Umesh Sharma, Chief Financial Officer, is a seasoned professional, holding the prestigious titles of Chartered Accountant and Company Secretary and has completed the Senior Management Programme from IIM Calcutta. He further honed his leadership skills through participation in the Global Leadership Program (GLP) at INSEAD, focusing on Business Administration and Management. His educational background signifies a comprehensive understanding of financial management, accounting, and corporate governance. Mr. Sharma has a history of association with Jubilant Enpro Pvt Ltd, where he likely played a pivotal role in financial leadership. His contributions

			have included financial planning, risk management, and strategic financial decision-making, with a past affiliation with Bhartia Industries Limited, Mr. Umesh Sharma has demonstrated his financial acumen in diverse industries. Mr. Sharma's involvement with Eicher Good Earth Ltd suggests a breadth of experience in finance within the context of a specific industry. As part of Escorts Ltd, Mr. Umesh Sharma likely played a key role in financial leadership and contributed to the financial success of the organization.
Mr. Brijesh Kumar (Company Secretary)	August 07, 2023	Uno Minda Limited	Mr. Brijesh Kumar, Company Secretary and Compliance Officer, is a member of the Institute of Company Secretaries of India, a graduate in Law and holds Bachelor's degree in Commerce - B.Com (Hons) with over 11 years of experience in the area of corporate secretarial and legal affairs of the Company. He has good experience in Securities and Capital Market Laws, Corporate Laws, FEMA and compliance management and has handled merger and acquisitions, listing of shares, fund raising, ESOP, joint ventures etc. He was previously associated with Uno Minda Limited and AKM Global in the past.
Mr. Jagat Sharma (Chief of Manufacturing)	March 03, 2021	PPG Asian Paints	Mr. Jagat Sharma, a seasoned professional with 26 years of experience in Manufacturing Operations, currently serves as the Chief of Manufacturing at Jubilant Agri & Consumer Products Ltd. Since March 2021, he has been at the helm of leading manufacturing operations for Adhesives, Wood Finishes, SSP Fertilisers, Solid PVA, and VP Latex businesses. An alumnus of the Indian Institute of Technology, Kanpur, Mr. Jagat earned his B.Tech. in Mechanical Engineering in 1997 and a Post-Graduate Diploma in Operations Management (PGDOM) from IGNOU in 2004. He further honed his leadership skills through participation in the Global Leadership Program (GLP) at INSEAD, focusing on Business Administration and Management. He also honed project management program from IIM Kolkata. His extensive career encompasses notable roles such as Head of Manufacturing Operations at PPG Asian Paints Private Limited (Febr 2019 - Mar 2021), Chief Manufacturing Officer at Crystal Crop Protection Private Limited (Apr 2015 - Feb 2019). Prior to these, he held the position of Associate Vice President at Jubilant Agri & Consumer Products Limited (Feb 2010 - Jun 2015) and served as Works Manager in Mohali at ICI India Limited (Sep 2005 - Feb 2010). Mr. Jagat also has an extensive background as Operations Manager at Indian Explosives Limited (Jun 1997 - Sep 2005).
Dr. Prashant S. Samant (Head - Technology)	November 06, 2020	Aditya Birla Chemicals – Epoxy Division	Dr. Prashant Samant oversees the research and technology initiatives of the organization and is an experienced head of technology with a robust track record in the chemicals industry and is proficient in thermoplastics, epoxy, polyurethane, paint, industrial coatings, and account management. His prior experience includes Global Head, Technology, Aditya Birla Chemicals- Epoxy Division, Global Leader, Improvement, Dow Chemicals and Director, Mafatlal Dyes and Chemicals. He holds a Ph.D., University Department of Chemical Technology - Doctor of

			Philosophy in Chemical Technology.
Mr. Aviral Gautama (Head - Food Polymer)	July 03, 2017	E.I. DuPont India Pvt Ltd	Mr. Aviral Gautama is a B.E. from NIT Durgapur and PGDM from IIM Lucknow. He also participated in Leadership Development Program organized by Jubilant through INSEAD, Singapore & various short term courses from ISB Hyderabad & IIM Bangalore in the past. In his career journey of over 20 years, Mr. Aviral has excelled in various leadership roles such as Marketing, Sales & Business Development in organizations such as E. I. DuPont India Pvt Ltd, Siemens, RPG Group, Crompton Greaves Ltd, Honda Siel Power Products Ltd. He's been associated with the Company for over 6 years & currently working as Business Head – Food Polymers which is a worldwide B2B business with Global Confectionary Industry.
Mr. Rahul Garg (Head – Latex Business)	March 20, 2015	Ester Industries Limited	Mr. Rahul Garg holds a B.Tech (Electrical) Degree and Executive MBA Degree from IIFT Delhi. He has also attend various leadership development programmes at INSEAD Singapore, ISB Hyderabad and IIM Bangalore during his tenure at Jubilant. In his career journey of over 18 years, he has garnered extensive expertise in business unit management, international sales and business development. In the past, he has worked with organizations such Hindustan Zinc Ltd (Vedanta Group) and Ester Industries Ltd. He has been associated with our Company for over 8 years and is currently working as Head–Latex Business which is Global B2B business and deals in automotive industry.
Mr. Amit Kumar Yadav (CMO & VP - Sales Ops & B2B)	November 20, 2018	AkzoNobel	Mr. Amit Yadav holds an MBA degree. He further honed his leadership skills through participation in the Global Leadership Program (GLP) at INSEAD, focusing on Business Administration and Management. With a remarkable career spanning over 25 years, he has garnered extensive expertise in Sales and Marketing. His wealth of experience includes pivotal roles in dynamic, high-growth global enterprises such as DCM Shriram Industries, HILTI, and AkzoNobel. Currently, he serves as our Chief Marketing Officer (CMO) and Vice President of Sales Operations and B2B, bringing a wealth of strategic insight and a proven track record in driving success across diverse facets of Sales and Marketing functions.

** The Senior Management are appointed for a term till retirement in accordance with the Company policies.*

Relationship between Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are related to each other.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

All our Key Managerial Personnel are permanent employees of our Company.

Shareholding of Key Management Personnel and Senior Management

As of the date of this Draft Information Memorandum, none of the Key Management Personnel and Senior Management hold any Equity Shares in our Company.

Changes in our Key Managerial Personnel / Senior Management in the last three years

S.No.	Name of KMP / Senior Management	Designation of KMP / Senior Management	Joining Date	Date of Change
1.	Amit Agarwal	Vice President - Supply Chain	May 2, 2011	March 12, 2021
3.	Indrish Saxena	Head - Quality	December 23, 2013	April 25, 2021
5.	Manu Ahuja	CEO & Whole Time Director	May 10, 2018	December 9, 2023
7.	Anil Jain	Head - Wood Adhesives	July 1, 2019	September 20, 2021
8.	Vasudevan Sankaran	Head - Wood Finishes	July 1, 2019	October 31, 2022
10.	Kunal Malhotra	Chief Marketing Officer - CPD	January 18, 2021	June 30, 2022
11.	Kalpana Devnani	Head - HR	April 1, 2021	December 31, 2021
12.	Brijesh Kumar	Company Secretary	August 7, 2023	N.A.
13.	Mr. Jagat Sharma	Whole Time Director	December 12, 2024	June 26, 2024
14.	Mr. Mohandeep Singh	CEO & Whole Time Director	June 27, 2024	N.A.
15.	Mr. Karan Baran Das	Head Quality	March 27, 2023	October 22, 2024

Service contracts with Key Managerial Personnel and Senior Management

There are no service contracts entered into between any of our Key Management Personnel / Senior Management and our Company for provision of any benefits upon termination/retirement of employment other than the entitlement as per the applicable laws.

Interest of Key Managerial Personnel

Except as disclosed in this Draft Information Memorandum, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Bonus or profit sharing plan for our Key Management Personnel and Senior Management

None of our Key Management Personnel / Senior Management are party to any bonus or profit sharing plan of our Company.

Payment or benefit to Key Management Personnel and Senior Management of our Company

No amount or benefit has been paid or given by the Company within two preceding years or is intended to be paid or given to any of our Key Management Personnel and Senior Management except the normal remuneration for services rendered in the capacity of being an employee.

For details relating to the Company's employee stock option scheme, see "*Share Capital History of our Company*" under the section titled "*History and Corporate Structure*" on page 60.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia. As on the date of this Draft Information Memorandum, our Promoters hold 93,698 Equity Shares, representing 0.62% of the issued, subscribed and paid-up equity Share Capital of our Company. Our Promoters have acquired shareholding in our Company pursuant to the Scheme. Jubilant Industries Limited was the original promoter of our Company. For details, see section "*Changes in our Promoters*" at page 84 below.

Details of our Promoters

Individual Promoters

Photograph	Profile	Directorship held in Companies
	**Mr. Shyam S. Bhartia**, aged 71 years. **Date of Birth**: November 9, 1952 **Address**: 27 Claymore Road # 04-02, The Claymore, Singapore 229544	**<u>Indian Companies</u>** • Chambal Fertilisers and Chemicals Limited • Jubilant Pharmova Limited • Jubilant Foodworks Limited • Jubilant Ingrevia Limited • Jubilant Bhartia Foundation • Jubilant Capital Private Limited • SSBSB Realty Trustee Co Private Limited • SBSSB Realty Trustee Co Private Limited • SPB Trustee Company Private Limited • SSP Trustee Company Private Limited • SS Trustee Company Private Limited • SBS Trustee Company Private Limited • Jubilant Enpro Private Limited **<u>Foreign Companies</u>** • Jubilant Pharma Limited, Singapore • TrialStat Solutions Inc. (Formerly Jubilant Drug Discovery & Development Services Inc.) • Jubilant Innovation (USA) Inc. • Jubilant Life Sciences International Pte Limited • Drug Discovery and Development Solutions Limited • Jubilant Pharma UK Limited • Jubilant Biosys Innovative Research Services Pte Limited • Summit Sky Limited • Sun Field Limited
	**Mr. Hari S. Bhartia**, aged 67 years. **Date of Birth**: December 12, 1956 **Address**: 2, Amrita Shergill Marg, New Delhi - 110003	**<u>Indian Companies</u>** • Jubilant Pharmova Limited • Jubilant Ingrevia Limited • Global Health Limited • Jubilant Foodworks Limited • Shriram Pistons & Rings Limited • Jubilant Bhartia Foundation • KHB Trustee Company Private Limited • HS Trustee Company Private Limited • HKB Trustee Company Private Limited • HSB Trustee Company Private Limited • Jubilant Enpro Private Limited • Jubilant Securities Private Limited

		• Jaytee Private Limited • CSEP Research Foundation **Foreign Companies** • Jubilant Therapeutics Inc., USA • Meesho Inc., USA

Brief profile of Promoters

Mr. Shyam S. Bhartia

Mr. Shyam S. Bhartia, together with his brother Mr. Hari S. Bhartia, is the Founder and Chairman of Jubilant Bhartia Group. Mr. Shyam S. Bhartia is the Promoter of Jubilant Industries Limited. He holds a bachelors' degree in commerce from St. Xavier's College, Calcutta University, and is a qualified cost and works accountant and a fellow member of the Institute of Cost and Works Accountants of India (ICWAI).

He has been associated with various institutions and has served as a Member of the Board of Governors, Indian Institute of Technology (IIT), Mumbai and Indian Institute of Management (IIM), Ahmedabad. He has also served as a Member of the Executive Committee of the Federation of Indian Chamber of Commerce & Industry (FICCI) & Confederation of Indian Industry (CII) and was also a member of the Task Force on Chemicals appointed by the Government of India. Mr. Shyam is a regular participant at the World Economic Forum Annual Meeting in Davos. He is also a member of Governors for Chemistry and Advanced Materials of the World Economic Forum.

Mr. Shyam is a strong proponent of Corporate Social Responsibility. He, along with Mr. Hari S. Bhartia, established Jubilant Bhartia Foundation, whose efforts are directed towards community development with a focus on Primary Education, Basic Healthcare services and Livelihood generation programs. He is also deeply involved in the 'Social Entrepreneur of the Year Award - India', a joint initiative of Jubilant Bhartia Foundation and Schwab Foundation for Social Entrepreneurship, to recognize promising and successful social entrepreneurs in India.

His immense contributions have been recognized by various awards. CHEMEXCIL conferred Lifetime Achievement Award to him. He, along with his brother, was felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards, presented by the President of India. The duo also shared the much-coveted Ernst & Young Entrepreneur of the Year Award for Life Sciences & Consumer Products category.

Mr. Shyam serves on the Board of various Companies and is the Chairman of FICCI Singapore Council. He was also a Director on the Board of Air India.

Mr. Shyam is married to Mrs. Shobhana, Chairperson & Editorial Director of HT Media Limited and a Former Member of Parliament.

Mr. Hari S. Bhartia

Mr. Hari S. Bhartia, together with his brother Shyam, is the Founder and Co-Chairman of Jubilant Bhartia Group.

Mr. Hari is the promoter of Jubilant Industries Limited. He is a Chemical Engineering Graduate from the Indian Institute of Technology (IIT), Delhi. Mr. Hari was conferred the Distinguished Alumni award by his alma mater in 2000. He has been associated in various capacities with the IIT system and with the Ministry of Human Resource Development, Government of India.

Mr. Hari is a former President of the Confederation of Indian Industry (CII) (2010-2011) and a member of several educational, scientific and technological programs of the Government of India. He is a former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur & Indian Institute of Technology (IIT), Kanpur. He is currently a Member of the International Advisory Board of McGill University, Canada; Chairman of Board of Governors, Indian Institute of Management, Visakhapatnam and Chairman of CII-Jubilant Food & Agriculture Centre of Excellence.

Mr. Hari is a member of several CEO's Forums & prominent being the India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and is a member of the World Economic Forum's International Business Council; Community of Chairpersons; Global Health and

Healthcare Governors Community; Family Business Community. He was the Co-Chair of the Davos Annual Meeting of the World Economic Forum in 2015. Mr. Hari is also a Founding Member of the Centre for Social and Economic Progress (CSEP).

Mr. Hari is a strong proponent of Corporate Social Responsibility. He, along with Mr. Shyam, established Jubilant Bhartia Foundation, whose efforts are directed towards community development with a focus on Primary Education, Basic Healthcare services and Livelihood generation programs. He is also deeply involved in the 'Social Entrepreneur of the Year Award - India', a joint initiative of Jubilant Bhartia Foundation and Schwab Foundation for Social Entrepreneurship, to recognize promising and successful social entrepreneurs in India.

His immense contributions have been recognized by various awards. He, along with his brother, was felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards, presented by the President of India. The duo also shared the much-coveted Ernst & Young Entrepreneur of the Year Award for Life Sciences and Consumer Products category.

Mr. Hari is married to Mrs. Kavita, a leading Fashion Designer and Retailer.

Changes in our Promoters

Our Company was incorporated on August 21, 2008 as a private limited company. Subsequently, JIL and 7 individual shareholders jointly with JIL acquired 100% of the shareholding of our Company. Pursuant to the Scheme, the shareholding of JIL was cancelled on November 4, 2024 and simultaneous with such cancellation on November 4, 2024, Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia were allotted 72,825 Equity Shares and 20,873 Equity Shares of the Company, respectively. Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia are the current Promoters of our Company pursuant to the Scheme. For further details on the Scheme, please see "*Composite Scheme of Arrangement*" on page 42.

The provisions relating to open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") are not attracted pursuant to Regulation 10(1)(d)((ii) of the Takeover Regulations.

Interest of our Promoters

Interest of our Promoters in our Company other than as Promoters

Our Promoters are interested in our Company to the extent of their direct and indirect shareholding in our Company and the dividend declared, if any and any other distributions in respect of their direct or indirect shareholding in our Company

Interests of our Promoters, Directors or Group Companies

Our Promoters, Directors or Group Companies do not have any interest in the promotion of our Company.

Our Promoters, Directors or Group Companies do not have any interest whether direct or indirect in any property acquired by our Company, since incorporation or proposed to be acquired by our Company as on the date of this Draft Information Memorandum or in any transaction for acquisition of land, construction of buildings and supply of machinery, etc.

Our Company has not made any payments in cash or shares or otherwise to any of our Promoters or Directors or to firms or companies in which any of our Promoters or Directors are interested as members or promoters nor has any Promoter or Directors been offered any inducements to become interested in any firm or company, in connection with the promotion or formation of our Company.

Disassociation by our Promoters in the last three years

Our Promoters have not disassociated themselves from any company/ firm during the last 3 Financial Years and up to the date of this Draft Information Memorandum.

Payment or benefit to Promoters of our Company

No amount or benefit has been paid or given in preceding two Financial Years or is intended to be paid or given to any of our Promoters or any member of our Promoter Group other than in the ordinary course of business. Also, there has been no related party transaction with the Promoters in preceding 2 (two) Financial Years involving payments/ benefits to the Promoters.

Confirmations

No material guarantees have been given to third parties by our Promoters with respect to Equity Shares of our Company.

None of our Promoters have been identified as a 'wilful defaulter' by the RBI, any government/regulatory authority and/or by any bank or financial institution.

None of our Promoters are debarred from accessing the capital markets by SEBI.

None of our Promoters is a promoter or director of any Company which is debarred from accessing the capital market by SEBI.

Our Company confirms that the PAN, bank account number(s), passport number, Aadhar card number and driving licence number as applicable, of each of our Promoters were submitted to the Stock Exchanges at the time of filing of this Draft Information Memorandum.

PROMOTER GROUP

Unless the context requires otherwise, the entities forming part of our Promoter Group in accordance with SEBI ICDR Regulations have been identified as our Promoter Group companies.

Natural persons forming part of the Promoter Group (including Promoters):

- Mr. Shyam S. Bhartia
- Mr. Hari S. Bhartia
- Mrs. Kavita Bhartia
- Mr. Priyavrat Bhartia
- Mr. Shamit Bhartia
- Mr. Arjun Shanker Bhartia

Entities forming part of the Promoter Group

- Jaytee Private Limited
- Jubilant Consumer Private Limited
- Jubilant Infrastructure Limited
- VAM Holdings Limited
- HSBKB Property Trustee Co Private Limited
- HSB Trustee Company Private Limited
- HKB Trustee Company Private Limited
- HS Trustee Company Private Limited
- KHB Trustee Company Private Limited
- HSCPL Ventures Private Limited
- Ogaan Media Private Limited
- Ogaan Retail Private Limited
- Ogaan India Private Limited
- HSBKB Advisors LLP
- KBHB Advisors LLP
- KH Advisors LLP
- KBHSB Advisors LLP
- Mindrolling Advisors LLP
- Mindrolling Capital Advisors LLP
- Common Ground Foundation
- Squareinch Digital Private Limited

- Mymapper Private Limited
- Ogaan Cancer Foundation
- Ogaan Moira Private Limited
- Jubilant Motorworks Private Limited
- Jubilant Enpro Private Limited
- Enpro Exports Private Limited
- Jubilant Securities Private Limited
- Jubilant Properties Private Limited
- Indian Country Homes Private Limited
- Jubilant Realty Private Limited
- SPB Trustee Company Private Limited
- SSP Trustee Company Private Limited
- SS Trustee Company Private Limited
- SBS Trustee Company Private Limited
- SSBSB Realty Trustee Co Private Limited
- SBSSB Realty Trustee Co Private Limited
- SBSB Realty Trustee Co Private Limited
- SPB Management Advisors LLP
- SSBPB Advisors LLP
- SSBSB Advisors LLP
- SBSSB Advisors LLP
- Priyavrat Computers LLP
- SPS Estate Custodian LLP
- Jubilant Capital Private Limited
- SHS Realty Trustee Company Private Limited
- Tower Promoters Private Limited
- Jubilant Pharmova Limited
- Jubilant Ingrevia Limited
- Shamit Media LLP

We have not included certain immediate relatives, namely Jyotsana Poddar and Nandini Nopany, of the Company's Promoters and their immediate relatives, as part of our Promoter Group. Further, we have also not included any details of any of the entities in which such immediate relatives of Shyam S. Bhartia, Hari S. Bhartia, Shobhana Bhartia and Kavita Bhartia may be interested as a promoter or a partner. The information pertaining to such persons is not available with us as such persons neither have any direct or indirect interest in us nor exercise any control over us. Similarly, we do not have any direct or indirect interest in any such entities nor exercise control over such entities.

GROUP COMPANIES

Set out below are the Group Companies of our Company as per the SEBI ICDR Regulations and the Materiality Policy for Determination of Group Companies and Litigation which has been adopted by the Company.

Pursuant to the policy on materiality, for the purpose of disclosures in this Draft Information Memorandum, there are no other entities which are considered “material” and ought to be classified as group companies of the Company in this Draft Information Memorandum.

1. Jubilant Pharmova Limited (“Pharmova”)

Pharmova was incorporated under the provisions of the Companies Act, 1956 on June 21, 1978 and has its registered office at Bhartiagram, Gajraula, Jyotiba Phoolay Nagar, Uttar Pradesh, India, 244223. Its corporate identification number is L24116UP1978PLC004624. Pharmova’s equity shares are listed on the Stock Exchanges.

Pharmova (formerly Jubilant Life Sciences Limited) is a company with global presence that is involved in radiopharma, allergy immunotherapy, CDMO sterile injectables, contract research development and manufacturing organisation (CRDMO), generics and proprietary novel drugs businesses.

Website: www.jubilantpharmova.com

Interest of our Promoters

As on the date of this Draft Information Memorandum, Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia hold 5,000 (0.00%) and 3,60,885 (0.23%) equity shares of Pharmova, respectively.

Financial Information

The following information has been derived from the consolidated financial statements of Pharmova for the last three financial years:

(INR, Million)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Equity Capital	158	159	159
Other equity	54,195	53,834	53,026
Total Income	67,716	63,200	61,415
Profit/(loss) for the year	727	(649)	4,130
EPS (Basic)	4.87	(3.83)	26.00
EPS (Diluted)	4.86	(3.83)	26.00
Net Asset Value	54,225	53,918	53,164

There are no significant notes by the auditors of Pharmova in relation to aforementioned financial statements.

2. Jubilant Ingrevia Limited (“JVL”)

JVL was incorporated under the provisions of the Companies Act, 2013 on October 23, 2019 having its registered office at Bhartiagram, Gajraula, Jyotiba Phule Nagar, District Amroha, Uttar Pradesh, India, 244223. Its corporate identification number is L24299UP2019PLC122657. JVL’s equity shares are listed on the Stock Exchanges.

JVL, a global integrated life science products and innovative solutions provider serving, pharmaceutical, nutrition, agrochemical, consumer and industrial customers with customised products and solutions that are innovative, cost-effective and conforming to excellent quality standards.

JVL offers a broad portfolio of high-quality ingredients that find application in a wide range of industries. JVL’s portfolio also extends to custom development and manufacturing for pharmaceutical and agrochemical customers on an exclusive basis.

Website: www.jubilantingrevia.com

Interest of our Promoters

As on the date of this Draft Information Memorandum, Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia held 5,000 (0.00%) and 3,60,885 (0.23%) equity shares of JVL, respectively.

Financial Information

The following information has been derived from the consolidated financial statements of JVL for the last three financial years:

(INR, Million)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Equity Capital	157.99	158.97	158.97
Other equity	27,216.75	26,503.35	24,172.25
Total Income	41,711.00	48,060.59	49,808.52
Profit for the year	1,828.88	3,074.97	4,767.11
EPS (Basic)	11.56	19.34	29.98
EPS (Diluted)	11.55	19.33	29.97
Net Asset Value	27,374.74	26,662.32	24,331.22

There are no significant notes by the auditors of JVL in relation to aforementioned financial statements.

3. Jubilant Generics Limited ("JGL")

JGL was incorporated under the provisions of the Companies Act, 1956 on November 25, 2013 and has its registered office at Plot 1A, Sector 16A, Institutional Area, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201301, India. Its corporate identification number is U24100UP2013FLC060821. JGL's equity shares are not listed on any stock exchange.

JGL is a global vertically integrated pharmaceutical company engaged in research and development, manufacture, sale and distribution of prescription and OTC pharmaceutical products, with global presence in more than 50 countries, including United States, Europe, Canada, Japan, Australia and Rest of the World. JGL offer a wide range of proprietary finished dosage formulation catering to different therapeutic segments, including CVS, CNS, gastro-intestinal, etc. in multiple dosage forms including:

- Immediate-release oral solids
- Modified release oral solids
- MUPS based products
- Chewable tablets
- Powder for oral solutions & Suspensions

Website: www.jubilantgenerics.com

Interest of our Promoters

As on the date of this Draft Information Memorandum, the Promoters do not hold any shares in JGL.

Financial Information

The following information has been derived from the financial statements of JGL for the last three financial years:

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Equity Capital	25.80	25.80	25.80
Other equity	11,830.06	11,885.36	25,350.54
Total Income	3,882.77	3,266.22	12,896.32
Profit for the year	-55.14	-1,887.61	124.30
EPS (Basic)	-21.37	-731.73	48.18
EPS (Diluted)	-21.37	-731.73	48.18
Net Asset Value	0.0046	0.0046	0.0098

There are no significant notes by the auditors of JGL in relation to aforementioned financial statements.

4. Jubilant Bhartia Foundation

Jubilant Bhartia Foundation was incorporated under the provisions of the Companies Act, 1956 on May 3, 2007 and has its registered office at Sector-16A, Plot No.1A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. Its corporate identification number is U74900UP2007NPL033244. Jubilant Bhartia Foundation's shares are not listed on any stock exchange.

Jubilant Bhartia Foundation is a not for profit Organisation established in 2007 by Jubilant Bhartia Group to bring progressive social change through a strategic multi-stakeholder partnership and Develop multi-stakeholder sustainable models to bring about 'social change' involving knowledge generation & sharing, experiential learning and entrepreneurial ecosystem.

Website: www.jubilantbhartiafoundation.com

Interest of our Promoters

As on the date of this Draft Information Memorandum, Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia held 14.29% and 14.29% equity shares respectively, of Jubilant Bhartia Foundation's equity share capital.

Financial Information

The following information has been derived from the consolidated financial statements of Jubilant Bhartia Foundation for the last three financial years:

(Rs. in Thousands)

Particulars	**FY 2023-24**	**FY 2022-23**	**FY 2021-22**
Equity Capital	1,000.00	1000.00	1000.00
Other equity	-	-	-
Total Income	2,27,478.00	221,754.00	1,94,765.00
Profit / (Loss) for the year	14,242.00	(6,578.00)	26,458.00
EPS (Basic)	2,035.18	(939.71.00)	3,779.71
EPS (Diluted)	2,035.18	(939.71.00)	3,779.71
Net Asset Value	1,42,662.00	128,420.00	1,34,998.00

There are no significant notes by the auditors of Jubilant Bhartia Foundation in relation to aforementioned financial statements.

5. Jubilant Enpro Private Limited ("JEPL")

JEPL was incorporated under the provisions of the Companies Act, 1956 on January 29, 2013 and has its registered office at Sector-16A, Plot No.1A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. Its corporate identification number is U74120UP2013PTC054822. JEPL's equity shares are not listed on any stock exchange.

JEPL, a strategic venture of Jubilant Bhartia Group, focuses mainly on the service sector of India. At JEPL, we provide business support and other services to international companies in offshore business service and aviation products and services and trading in paper. With a network of branches, Jubilant Enpro has a strong reputation based on consistency, integrity and competence.

Website: https://www.jubilantenpro.com/

Interest of our Promoters

As on the date of this Draft Information Memorandum, the Promoters do not hold any shares in JEPL.

Financial Information

The following information has been derived from the Consolidated financial statements of JEPL for the last three financial years:

(INR, Lakh)

Particulars	**FY 2023-24 (Audited)**	**FY 2022-23 (Audited)**	**FY 2021-22 (Audited)**
Equity Capital	2,500.98	2,500.98	2,500.98
Other equity	273.45	3,514.91	1,261.75

(Reserves & Surplus)			
Total Income	17,064.27	17,604.94	38,161.68
Profit for the year (PAT)	(3,241.46)	2,253.16	14,914.20
EPS (Basic)	(12.96)	9.01	251.02
EPS (Diluted)	(12.96)	9.01	251.02
Net Asset Value	2,774.43	6,015.89	3,762.73

There are no significant notes by the auditors of JEPL in relation to aforementioned financial statements.

Common pursuits

Our subsidiary is a wholly-owned subsidiary and is engaged in overseas trading of solid poly vinyl acetate and VP Latex, which is a complimentary line of businesses as that of our Company and there is no conflict of interest amongst our subsidiary and our Company.

None of the business activities of our Group Company is similar to that of our Company.

There are no business transactions between our Group Companies and our Company which are significant to the financial performance of our Company.

Other than the complimentary line of business undertaken by our Subsidiary, neither our Group Companies nor our Subsidiary have any business interest in the Company.

Litigation

Our Group Company is not party to any pending litigation which will have a material impact on our Company.

RELATED PARTY TRANSACTIONS

For details of related party transactions of our Company, see "*Financial Statements*" on page 93.

DIVIDEND POLICY

The Company has not paid any dividend during last three Financial Years and the period between last audited period and the date of this Draft Information Memorandum.

As on the date of this Draft Information Memorandum, the declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act.

The dividend, if any, will depend on a number of factors, including but not limited to our earnings, capital requirements, contractual obligations, results of operations, financial condition, cash requirements, business prospects and any other financing arrangements, applicable legal restrictions and overall financial position of our Company. Our Board may also, from time to time, declare interim dividends out of the surplus in the profit and loss account or from the profits of the Financial Year in which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend. In addition, our ability to pay dividends may be impacted by restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

BGJC &
ASSOCIATES LLP
CHARTERED ACCOUNTANTS
ESTABLISHED SINCE 1982

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, 2022, 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, 2022, 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.

BGJC & ASSOCIATES LLP
New Delhi
Chartered Accountants

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Ph.: +91-11-26025140 E-mail: bgjc@bgjc.in
Delhi Gurugram Mumbai Noida Udaipur

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
Valuation of trade receivables Trade receivables comprise a significant portion of the liquid assets of the Company. Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.	***Principal Audit Procedures*** Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • Evaluate and test the controls for managing segment-wise trade receivables and subsequent recovery. • Validated the assumptions underlying the Expected Credit Loss policy as per Ind AS 109. • Assess the recoverability and provisions of long outstanding/disputed receivables where considered doubtful for recovery. • Obtain independent confirmations and perform alternate audit procedures in case of non-responses. • Assess the appropriateness and completeness of the related disclosure.
Existence & Valuation of inventory Inventory comprises a significant portion of the liquid assets of the Company. Various procedures are involved in validating inventory quantities across locations.	***Principal Audit Procedures*** Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • Identify and assess segment-wise slow moving material for valuation and the process of providing provision to capture obsolescence. • Overall inventory reconciliation including opening stock, purchases, consumption and closing stock. • Review the policy of physical verification of inventory and its operational implementation. • Obtain net realisable value for all products and evaluate reasonableness of carrying value of inventories. • Assess the appropriateness and completeness of the related disclosure.

Information Other than the Financial Statements and Auditor's Report Thereon

The other information comprises the information included in the Annual report 2021-22 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.

BGJC & ASSOCIATES LLP * New Delhi * Chartered Accountants

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

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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;

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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, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 38 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.

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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.

For **BGJC & Associates LLP**
Chartered Accountants
ICAI Firm Registration No. 003304N/N500056

BGJC & ASSOCIATES LLP New Delhi Chartered Accountants

Pranav Jain
Partner
Membership No. 098308

UDIN: 22098308AJTMMS3771

Date: May 27, 2022
Place: Noida

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, 2022]

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.

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(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.

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(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	-
Goods & Service Tax Act, 2017	GST	0.04	0.04	2019-20	Additional Commissioner, Grade-II, Moradabad	-
Goods & Service Tax Act, 2017	GST	0.12	0.12	2019-20	Additional Commissioner, (Appeal), Delhi	-

(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.

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(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.

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(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

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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

Pranav Jain

BGJC & ASSOCIATES LLP New Delhi Chartered Accountants

Pranav Jain
Partner
Membership No. 098308

UDIN: 22098308AJTMMS3771

Date: May 27, 2022
Place: Noida

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, 2022]

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, 2022 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.

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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, 2022, 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

BGJC & ASSOCIATES LLP
New Delhi
Chartered Accountants

Pranav Jain
Partner
Membership No. 098308

UDIN: 22098308AJTMMS3771

Date: May 27, 2022
Place: Noida

Jubilant Agri and Consumer Products Limited

Balance Sheet as at 31 March 2022

(₹ in million)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,516.05	1,385.00
Capital work-in-progress	4	4.17	0.64
Other Intangible assets	5	14.08	19.22
Financial assets			
(i) Loans	6	1.16	0.42
(ii) Other financial assets	7	9.84	3.07
Deferred tax assets (net)	8	338.47	521.44
Other non-current assets	9	24.36	18.01
Total non-current assets		**1,908.13**	**1,947.80**
Current assets			
Inventories	10	2,104.38	773.72
Financial assets			
(i) Investments	11	0.47	0.48
(ii) Trade receivables	12	2,200.38	1,145.99
(iii) Cash and cash equivalents	13 (a)	11.18	48.28
(iv) Other bank balances	13 (b)	0.59	14.68
(v) Loans	6	1.18	1.77
(vi) Other financial assets	7	6.79	8.08
Current tax assets (net)		4.08	3.51
Other current assets	9	507.53	252.84
Total current assets		**4,836.58**	**2,249.35**
Total Assets		**6,744.71**	**4,197.15**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	56.09	56.09
Other equity	14 (a)	1,418.09	846.34
Total equity		**1,474.18**	**902.43**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	15 (a)	550.30	681.83
(ia) Lease liabilities	15 (b)	33.64	46.35
(ii) Other financial liabilities	16	54.95	42.75
Provisions	17	127.61	116.78
Total non-current liabilities		**766.50**	**887.71**
Current liabilities			
Financial liabilities			
(i) Borrowings	15 (c)	910.87	711.86
(ia) Lease liabilities	15 (d)	19.88	20.62
(ii) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	18	165.73	76.92
Total outstanding dues of creditors other than micro enterprises and small enterprises	18	2,561.51	1,047.89
(iii) Other financial liabilities	16	543.57	357.60
Other current liabilities	19	231.88	130.07
Provisions	17	70.59	62.05
Total current liabilities		**4,504.03**	**2,407.01**
Total Equity and Liabilities		**6,744.71**	**4,197.15**
Corporate information and significant accounting policies	1 & 2		
Notes to the financial statements	3 to 46		

The accompanying notes "1" to "46" 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**

Pranav Jain
Partner
Membership No. 098308

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Manu Ahuja
CEO & Whole-time Director
DIN: 05123127

Place : Noida
Date : 27 May, 2022

Jubilant Agri and Consumer Products Limited

Statement of Profit and Loss for the year ended 31 March 2022

(₹ in million)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue from operations	20	11,551.66	6,218.08
Other Income	21	9.73	30.85
Total income		**11,561.39**	**6,248.93**
EXPENSES			
Cost of materials consumed	22	7,227.61	3,331.39
Purchases of stock-in-trade	23	186.69	83.99
Changes in inventories of finished goods, Stock-in-trade and work-in-progress	24	(308.74)	(48.38)
Employee benefits expense	25	955.24	796.22
Finance costs	26	146.73	162.32
Depreciation & amortization expense	27	126.80	126.09
Other expenses	28	2,476.36	1,562.33
Total expenses		**10,810.69**	**6,013.96**
Profit/(Loss) before tax		**750.70**	**234.97**
Tax Expenses:	29		
- Current Tax		-	-
- Deferred tax charge/(credit)		183.89	343.31
Profit/(Loss) for the year		**566.81**	**(108.34)**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss and its related income tax effects (Net of income tax)			
Changes in fair value of investments which are classified at fair value through OCI		(0.01)	0.13
Remeasurements of the defined benefit obligations		(3.64)	2.39
Income tax charge/(credit) relating to items that will not be reclassified to profit or loss	29	(0.92)	0.63
Other comprehensive income/(loss) for the year		**(2.73)**	**1.89**
Total comprehensive income/(loss) for the year		**564.08**	**(106.45)**
Earnings per equity share of ₹ 10.00 each	45		
Basic	₹	101.06	(21.04)
Diluted	₹	101.06	(21.04)
Corporate information and significant accounting policies	1 & 2		
Notes to the financial statements	3 to 46		

The accompanying notes "1" to "46" 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**

Pranav Jain
Partner
Membership No. 098308

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Manu Ahuja
CEO & Whole-time Director
DIN: 05123127

Place : Noida
Date : 27 May, 2022

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri and Consumer Products Limited

Statement of Changes in Equity for the year ended 31 March 2022

A. Equity share capital

(₹ in million)

Balance as at 31 March 2020	47.63
Changes in the equity share capital during the year (Refer note 14.4)	8.46
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

B. Other Equity

(₹ in million)

	Security premium	Share based payment reserve	Retained earnings	Items of other Comprehensive Income		Total
				Equity instruments through OCI	Remeasurement of defined benefits obligations	
As at 31 March 2020	**776.47**	**9.16**	**63.79**	**0.21**	**(3.92)**	**845.71**
Profit/(loss) for the year	-	-	(108.34)	-	-	(108.34)
Other comprehensive income/(loss)	-	-	-	0.10	1.79	1.89
Total comprehensive income/(loss) for the year	-	-	**(108.34)**	**0.10**	**1.79**	**(106.45)**
Employee stock option expense	-	3.08	-	-	-	3.08
Issue of share capital (Refer note 14.4)	104.00	-	-	-	-	104.00
As at 31 March 2021	**880.47**	**12.24**	**(44.55)**	**0.31**	**(2.13)**	**846.34**
Profit/(loss) for the year	-	-	566.81	-	-	566.81
Other comprehensive income/(loss)	-	-	-	(0.01)	(2.72)	(2.73)
Total comprehensive income/(loss) for the year	-	-	**566.81**	**(0.01)**	**(2.72)**	**564.08**
Employee stock option expense	-	7.67	-	-	-	7.67
As at 31 March 2022	**880.47**	**19.91**	**522.26**	**0.30**	**(4.85)**	**1,418.09**

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 payment 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.

- **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 "46" 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**

Pranav Jain
Partner
Membership No. 098308

BGJC & ASSOCIATES LLP New Delhi Chartered Accountants

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Manu Ahuja
CEO & Whole-time Director
DIN: 05123127

Place: Noida
Date: 27 May, 2022

Jubilant Agri and Consumer Products Limited

Statement of Cash Flows for the year ended 31 March 2022

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
A. Cash flow from operating activities:		
Net profit/(loss) before tax	**750.70**	**234.97**
Adjustments for:		
Depreciation & amortization expense	126.80	126.09
(Gain)/Loss on sale/disposal/discard of property, plant and equipment (net)	(0.06)	0.06
Finance costs	146.73	162.32
Employee share-based payment expense	7.67	3.08
Unrealized (gain)/loss on foreign exchange (net)	0.38	(4.41)
Gain on termination of lease	-	(0.16)
Property, plant and equipment & Capital work-in-progress written off	-	0.13
Interest Income	(0.76)	(4.85)
	280.76	282.26
Operating cash flow before working capital changes	**1,031.45**	**517.23**
Adjustments for:		
(Increase)/Decrease in trade receivables, loans, other financial assets and other assets	(1,320.70)	(261.51)
(Increase)/Decrease in inventories	(1,330.66)	(87.40)
Increase/(Decrease) in trade payables, other financial liabilities, other liabilities and provisions	1,901.05	434.41
Cash generated from operations	**281.14**	**602.73**
Direct taxes (paid)/refund (net)	(0.57)	(0.43)
Net cash generated from operating activities	**280.58**	**602.30**
B. Cash flow from investing activities:		
Purchase of property, plant and equipment & other intangible assets (including capital work-in-progress and intangible assets under development)	(234.18)	(69.35)
Sale of property, plant and equipment	0.52	0.37
Interest received	2.55	3.90
Movement in other bank balances	14.09	(12.59)
Net cash used in investing activities	**(217.02)**	**(77.67)**
C. Cash flow arising from financing activities:		
Proceeds from issue of shares (Refer note 14.4)	-	112.45
Proceeds from long term borrowings (Refer note 35)	345.55	50.00
Repayment of long term borrowings (Refer note 35)	(307.50)	(417.50)
Payment of lease obligation (Refer note 41)	(28.94)	(28.85)
Proceeds from / (Repayment) of short term borrowings (net) (Refer note 35)	91.72	(62.16)
Proceeds from inter-corporate borrowings from related parties (Refer note 35 & 37)	-	15.00
Repayment of inter-corporate borrowings from related parties (Refer note 35 & 37)	(68.10)	(11.20)
Finance costs paid	(133.39)	(149.55)
Net cash outflow in course of financing activities	**(100.66)**	**(491.81)**
Net decrease in cash & cash equivalents (A+B+C)	(37.10)	32.82
Add: Cash & cash equivalents at the beginning of the year	48.28	15.46
Cash & cash equivalents at the close of the year	**11.18**	**48.28**

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Jubilant Agri and Consumer Products Limited

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Components of cash and cash equivalents		
Balance With Banks		
- On current accounts	11.18	48.27
Cash on hand	-	0.01
	11.18	**48.28**

Notes:

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.

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

Pranav Jain
Partner
Membership No. 098308

Umesh Sharma
Chief Financial Officer

for and on behalf of the board of
Jubilant Agri and Consumer Products Limited

Priyavrat Bhartia
Director
DIN: 00020603

Manu Ahuja
CEO & Whole-time Director
DIN: 05123127

Place: Noida
Date : 27 May, 2022

Notes to the financial statements for the year ended 31 March 2022

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 27, 2022.

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.

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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.

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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:

Category of assets	Management estimate of useful life	Useful life as per Schedule II
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.

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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.

Subsequent measurement

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Notes to the financial statements for the year ended 31 March 2022

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.

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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, 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

The Company uses various types of derivative financial instruments to hedge its currency and interest risks etc. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

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 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.

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(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 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.

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.

Notes to the financial statements for the year ended 31 March 2022

(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 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.

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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 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.

(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.

Notes to the financial statements for the year ended 31 March 2022

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.

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 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.

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(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.
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.

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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 31.
- 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 38.
- Lease classification- Note 41.
- Fair value measurements- Note 2(v).

(x) Recent accounting pronouncements

The 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 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16, *Property Plant and equipment* – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its *financial statements.*

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Notes to the financial statements for the year ended 31 March 2022

Ind AS 37, *Provisions, Contingent Liabilities and Contingent Assets* – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

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Jubilant Agri and Consumer Products Limited

Notes to the financial statements for the year ended 31 March 2022

3. Property, plant and equipment

(₹ in million)

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	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
Land									
(a) Freehold	59.87	-	-	59.87	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	18.15	1.43	0.31	-	1.74	16.41
Buildings									
(a) Factory	255.98	27.10	-	283.08	61.76	12.61	-	74.37	208.71
(b) Others	47.75	-		47.75	3.75	0.85	-	4.60	43.15
Plant & machineries	1,339.52	203.20	0.04	1,542.68	346.17	78.98	-	425.15	1,117.53
Furniture & fixtures	4.97	0.02	-	4.99	3.09	0.42	-	3.51	1.48
Office equipments	36.73	14.07	1.98	48.82	23.13	6.80	1.22	28.71	20.11
Vehicles	-	-	-	-	-	-	-	-	-
Right of use assets	104.66	10.62	22.65	92.63	43.30	21.69	21.15	43.84	48.79
TOTAL	1,867.63	255.01	24.67	2,097.97	482.63	121.66	22.37	581.92	1,516.05

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION/AMORTISATION/IMPAIRMENT				NET BLOCK
	Total As at 31 March 2020	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2021	Total As at 31 March 2020	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2021	Total As at 31 March 2021
Land									
(a) Freehold	59.00	0.87	-	59.87	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	18.15	1.14	0.29	-	1.43	16.72
Buildings									
(a) Factory	232.59	23.39	-	255.98	48.75	13.01	-	61.76	194.22
(b) Others	37.07	10.68	-	47.75	2.97	0.78	-	3.75	44.00
Plant & machineries	1,245.60	94.09	0.17	1,339.52	268.44	77.78	0.05	346.17	993.35
Furniture & fixtures	4.24	0.73	-	4.97	2.68	0.41	-	3.09	1.83
Office equipments	33.26	5.30	1.83	36.73	18.87	5.70	1.44	23.13	13.60
Vehicles	0.69	-	0.69	-	0.61	0.05	0.66	-	-
Right of use assets	107.75	2.33	5.42	104.66	22.44	22.81	1.95	43.30	61.35
TOTAL	1,738.35	137.39	8.11	1,867.63	365.90	120.83	4.10	482.63	1,385.00

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.

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Jubilant Agri and Consumer Products Limited

Notes to the financial statements for the year ended 31 March 2022

4. Capital work-in-progress (CWIP)

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Balance at the beginning	0.64	91.60
Additions during the year	247.92	44.10
Capitalized during the year (net of Right of use assets)	244.39	135.06
Balance at the end	4.17	0.64

4.1 Ageing of Capital work-in-progress

As at 31 March 2022:

(₹ in million)

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4.17	-	-	-	4.17
Projects temporarily suspended	-	-	-	-	-
Total	4.17	-	-	-	4.17

As at 31 March 2021:

(₹ in million)

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.64	-	-	-	0.64
Projects temporarily suspended	-	-	-	-	-
Total	0.64	-	-	-	0.64

4.2 Expected completion schedule of capital work-in-progress where cost or time overrun has exceeded original plan

As at 31 March 2022:

(₹ in million)

Description	To be completed			
	Up to 1 year	1-2 years	2-3 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	-	-	-	-

As at 31 March 2021:

(₹ in million)

Description	To be completed			
	Up to 1 year	1-2 years	2-3 years	More than 3 years
CG3356-Colorant Machine COROB D300	0.10	-	-	-
AG3362-PTZ Camera By UPPCB in SAP	0.05	-	-	-
AG3371-New Sulphur furnace & boiler 300	0.03	-	-	-
SG3363-PTZ Camera SPVA monitor UPPCB	0.17	-	-	-
Projects temporarily suspended	-	-	-	-

Jubilant Agri and Consumer Products Limited

Notes to the financial statements for the year ended 31 March 2022

5. Other intangible assets

(₹ in million)

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	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	-	-	2.48	1.97	0.15	-	2.12	0.36
License	26.28	-	-	26.28	7.57	4.99	-	12.56	13.72
TOTAL	28.76	-	-	28.76	9.54	5.14	-	14.68	14.08

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION / AMORTISATION/IMPAIRMENT				NET BLOCK
	Total As at 31 March 2020	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2021	Total As at 31 March 2020	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2021	Total As at 31 March 2021
Software	1.95	0.53	-	2.48	1.68	0.29	-	1.97	0.51
License	24.80	1.48	-	26.28	2.60	4.97	-	7.57	18.71
TOTAL	26.75	2.01	-	28.76	4.28	5.26	-	9.54	19.22

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

	As at 31 March 2022		As at 31 March 2021	
	Non-current	Current	Non-current	Current
6. Loans				
Loan receivable considered good - Unsecured:				
- Loan to employees	1.16	1.18	0.42	1.77
Total loans	**1.16**	**1.18**	**0.42**	**1.77**
7. Other financial assets				
Interest receivable	-	0.62	-	2.41
Security deposits	9.51	6.17	2.74	5.61
Recoverable from related parties (Refer note 37)	-	-	-	0.06
Others	0.33	-	0.33	-
Total other financial assets	**9.84**	**6.79**	**3.07**	**8.08**

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
As at 31 March 2020	**43.68**	**26.11**	**295.77**	**566.72**	**2.10**	**934.38**
Charged/(Credited)						
- to statement of profit and loss	11.68	1.24	139.27	188.95	-	341.14
- to other comprehensive income	-	-	-	-	0.64	0.64
As at 31 March 2021	**32.00**	**24.87**	**156.50**	**377.77**	**1.46**	**592.60**
Charged/(Credited)						
- to statement of profit and loss	(2.59)	(2.06)	156.50	23.54	-	175.39
- to other comprehensive income					(0.92)	(0.92)
As at 31 March 2022	**34.59**	**26.93**	**-**	**354.23**	**2.38**	**418.13**

Deferred tax liabilities:

(₹ in million)

	Compound Financial Instruments	Depreciation, amortization and other temporary differences	Total
As at 31 March 2020	**0.01**	**68.99**	**69.00**
Charged/(Credited)			
- to statement of profit and loss	-	2.17	2.17
- to other comprehensive income	(0.01)	-	(0.01)
As at 31 March 2021	**-**	**71.16**	**71.16**
Charged/(Credited)			
- to statement of profit and loss	-	8.50	8.50
- to other comprehensive income	-	-	-
As at 31 March 2022	**-**	**79.66**	**79.66**

Net deferred tax assets:

(₹ in million)

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
Deferred tax assets	418.13	592.60
Deferred tax liabilities	79.66	71.16
Deferred tax assets (net)	**338.47**	**521.44**

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Notes to the financial statements for the year ended 31 March 2022

Reconciliation of deferred tax assets (net):

(₹ in million)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Balance as at the commencement of the year	521.44	865.38
Expense/(Credit) recognized in profit and loss during the year	183.89	343.31
Expense/(Credit) recognized in other comprehensive income during the year	(0.92)	0.63
Balance as at the end of the year	338.47	521.44

Expiry period of carried forward tax losses:

Company has unused tax losses and unabsorbed depreciation amounting to ₹ Nil (Previous Year: ₹621.80 million) and ₹ 1407.46 million (Previous Year: ₹ 1,501.05 million), respectively as at year end, available to reduce future income taxes. If not used, (Previous Year: the unused tax losses will expire in the tax year 2024-2025) and unabsorbed depreciation can be carried forward for an indefinite period.

(₹ in million)

		As at 31 March 2022		As at 31 March 2021	
		Non-current	Current	Non-current	Current
9.	**Other assets**				
	Advance to suppliers	-	97.14	-	53.97
	Capital advances	2.80	-	0.33	-
	Security deposits	13.14	-	12.10	-
	Prepaid expenses	8.42	25.06	5.58	21.76
	Advance to employees	-	0.94	-	-
	Recoverable from/balance with government authorities	-	347.76	-	161.68
	Others	-	36.63	-	15.43
	Total other assets	**24.36**	**507.53**	**18.01**	**252.84**

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

	As at 31 March 2022	As at 31 March 2021
10. Inventories		
Raw materials [including goods-in-transit ₹ 758.54 million (Previous Year: ₹ 117.13 million)]	1,340.70	326.95
Work-in-progress	212.57	100.39
Finished goods	420.41	236.30
Stock-in-trade	19.96	7.51
Stores and spares [including goods-in-transit ₹ 0.02 million (Previous Year: ₹ 0.14 million)]	38.97	55.51
Fuel and packing materials	71.77	47.06
Total inventories	**2,104.38**	**773.72**
Note: For valuation of inventories refer note 2(g).		
11. Current investments		
I. Quoted investment in equity shares (at fair value through other comprehensive income)		
448 (Previous Year: 448) equity shares of ₹ 10 each Voith Paper Fabrics India Limited	0.47	0.48
II. Unquoted investment in equity shares (at cost)		
530 (Previous Year: 530) equity shares of ₹ 10 each Minerva Holding Limited*	-	-
132 (Previous Year: 132) equity shares of ₹ 10 each Kashipur Holdings Limited*	-	-
Total current investments	**0.47**	**0.48**

11.1 Additional information

(₹ in million)

	As at 31 March 2022	As at 31 March 2021
Aggregate amount of quoted investments	0.08	0.08
Market value of quoted investments	0.47	0.48
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.

(₹ in million)

	As at 31 March 2022	As at 31 March 2021
12. Trade receivables		
(Current)		
Trade receivable considered good - Unsecured	2,200.38	1,145.99
Trade receivable-credit impaired	39.26	35.60
	2,239.64	**1,181.59**
Less: Provision/Allowance for doubtful debts	39.26	35.60
Total receivables	**2,200.38**	**1,145.99**

12.1 Trade receivables includes subsidy receivable ₹ 817.85 million (Previous Year: ₹ 285.73 million).

12.2 Refer note 33 for ageing of trade receivables.

(₹ in million)

	As at 31 March 2022	As at 31 March 2021
13(a). Cash and cash equivalents		
Balance With Banks		
- On current accounts	11.18	48.27
Cash on hand	-	0.01
Total cash and cash equivalents	**11.18**	**48.28**
13(b). Other bank balances		
Margin money with bank*	0.59	14.68
Total other bank balances	**0.59**	**14.68**

*For bank guarantees in favour of government authorities

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

		As at 31 March 2022	As at 31 March 2021
14.	**Equity share capital**		
	Authorized		
	58,24,000 (Previous Year: 58,24,000) equity shares of ₹ 10 each	58.24	58.24
		58.24	**58.24**
	Issued, subscribed and paid-up		
	56,08,552 (Previous Year: 56,08,552) equity shares of ₹ 10 each	56.09	56.09
	Total equity share capital	**56.09**	**56.09**

14.1 Movement in equity share capital:

	As at 31 March 2022		As at 31 March 2021	
	No. of shares	₹ in million	No. of shares	₹ in million
At the commencement of the year	5,608,552	56.09	4,763,052	47.63
Add: Issued during the year (Refer note 14.4)	-	-	845,500	8.46
At the end of the year	**5,608,552**	**56.09**	**5,608,552**	**56.09**

14.2 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.

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

	As at 31 March 2022		As at 31 March 2021	
	No. of shares	% held	No. of shares	% held
Jubilant Industries Limited* and its nominees (Equity shares)	5,608,552	100.00	5,608,552	100.00

* Holding Company

14.4 During the previous year, the Company had issued 8,45,500 equity shares of ₹ 10 each at a premium of ₹ 123.00 per share at an aggregate value of ₹ 112.45 million for cash to the existing shareholders (Right Issue) of the Company.

14.5 **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.

14.6 **Disclosure of Shareholding of Promoters**

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 2022	As at 31 March 2021
14 (a).	**Other equity**		
	Security premium	880.47	880.47
	Share based payment reserve	19.91	12.24
	Retained earnings	522.26	(44.55)
	Items of other comprehensive income:		
	Equity instruments through OCI	0.30	0.31
	Re-measurement of defined benefits obligations	(4.85)	(2.13)
	Total other equity	**1,418.09**	**846.34**

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

	As at 31 March 2022	As at 31 March 2021
15(a). Non-current borrowings		
Term loans from banks		
- Indian rupee loans (secured)	550.30	623.63
Term loan from others		
Loans from related party (unsecured) (Refer note 37)	-	58.20
Total non-current borrowings	**550.30**	**681.83**
15(b). Lease liabilities		
Non-current portion of lease liabilities	33.64	46.35
Total non-current lease liabilities	**33.64**	**46.35**
15(c). Current borrowings		
Loans repayable on demand		
From Banks		
Secured	483.98	392.26
Current maturities of long term debts	424.69	307.50
From Others		
Unsecured-from related party (Refer note 37)	2.20	12.10
Total current borrowings	**910.87**	**711.86**
15(d). Lease liabilities		
Current portion of lease liabilities	19.88	20.62
Total current lease liabilities	**19.88**	**20.62**

15.1 Nature of security of non-current borrowings and other terms of repayment

15.1.1 Term loan I availed from Ratnakar Bank Limited amounting to ₹ 227.25 million (Previous Year: ₹ 309.14 million) including current maturities of ₹ 115.00 million (Previous Year: ₹ 82.50 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 ₹ 352.19 million (Previous Year: ₹ 571.99 million) including current maturities of ₹ 243.75 million (Previous Year: ₹ 225.00 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.

15.1.3 Term loan III availed from Ratnakar Bank Limited amounting to ₹ 263.75 million (Previous Year: ₹ 50.00 million) including current maturities of ₹ 65.94 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.

15.1.4 Term loan IV availed from Ratnakar Bank Limited amounting to ₹ 131.80 million (Previous Year: ₹ Nil) 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 and as well as of Jubilant Industries Limited (the holding company) and unconditional and irrevocable corporate guarantee of its holding company.

15.1.5 Term loan I availed from Ratnakar Bank Limited is repayable in remaining four structured quarterly installments, payable up to March 2023.

15.1.6 Term loan II availed from Ratnakar Bank Limited is repayable in remaining seven structured quarterly installments, payable up to October 2023.

15.1.7 Term loan III availed from Ratnakar Bank Limited is repayable in forty eight equal monthly installments and will start from April 2022.

15.1.8 Term loan IV availed from Ratnakar Bank Limited is repayable in forty eight equal monthly installments after a moratorium period of twenty four months.

15.2 Nature of security of current borrowings and other terms of repayment

15.2.1 Working capital facilities (including cash credit) sanctioned by Consortium of banks are secured by a first 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 borrowings from related party are repayable as per terms of agreement within one year.

15.2.3 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.

15.2.4 There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

	As at 31 March 2022		As at 31 March 2021	
	Non-current	Current	Non-current	Current
16. Other financial liabilities				
Capital creditors	-	20.59	-	4.73
Employee benefits payable	-	26.40	-	24.89
Security deposit	54.95	2.10	42.75	1.83
Interest accrued and due on borrowings	-	0.14	-	1.98
Interest accrued but not due on borrowings	-	0.77	-	0.99
Due to related parties	-	19.42	-	14.43
Other payables	-	474.15	-	308.75
Total other financial liabilities	**54.95**	**543.57**	**42.75**	**357.60**
17. Provisions				
(Unsecured considered good)				
Provisions for employee benefits	127.61	70.42	116.78	61.88
Other provisions	-	0.17	-	0.17
Total provisions	**127.61**	**70.59**	**116.78**	**62.05**

18. Trade payables

(₹ 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	159.95	5.78	-	-	-	165.73
	159.95	**5.78**	**-**	**-**	**-**	**165.73**
Outstanding dues other than micro and small						
(a) Disputed	-	-	-	0.96	-	0.96
(b) Undisputed	2,408.32	147.22	2.09	2.92	-	2,560.55
	2,408.32	**147.22**	**2.09**	**3.88**	**-**	**2,561.51**

(₹ in million)

As at 31 March 2021:	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	71.75	5.17	-	-	-	76.92
	71.75	**5.17**	**-**	**-**	**-**	**76.92**
Outstanding dues other than micro and small						
(a) Disputed	-	-	0.96	-	-	0.96
(b) Undisputed	914.95	127.79	1.03	3.16	-	1,046.93
	914.95	**127.79**	**1.99**	**3.16**	**-**	**1,047.89**

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
19. Other current liabilities		
Advance from customers	156.36	41.98
Statutory dues payables	71.50	74.53
Others	4.02	13.56
Total other liabilities	**231.88**	**130.07**

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

		For the year ended 31 March 2022	For the year ended 31 March 2021
20.	**Revenue from operations**		
	Sale of products:		
	- Domestic [including ₹ 2897.01 million (Previous Year: ₹ 717.24 million) subsidy on fertilizers]	9,512.36	5,254.85
	- Export	2,005.69	938.25
	Sale of services	-	0.34
	Other operating revenue	33.61	24.64
	Total revenue from operations	**11,551.66**	**6,218.08**
21.	**Other income**		
	Interest income [including interest on income tax refund of ₹ Nil (Previous Year: ₹ 0.08 million)]	0.76	4.85
	Insurance claim	-	2.87
	Net gain on sale/disposal of property, plant and equipment	0.06	-
	Gain on termination of lease	-	0.16
	Rent received	6.63	6.91
	Foreign exchange fluctuation gain (net of loss)	-	7.93
	Other non-operating income	2.28	0.24
	Bad Debts/ irrecoverable advances & receivables written in (net)	-	7.89
	Total other income	**9.73**	**30.85**
22.	**Cost of materials consumed**		
	Raw & process materials consumed	7,227.61	3,331.39
	Total cost of materials consumed	**7,227.61**	**3,331.39**
23.	**Purchases of stock-in-trade**		
	Purchases of stock-in-trade	186.69	83.99
	Total purchases of stock-in-trade	**186.69**	**83.99**
24.	**Changes in inventories of finished goods, stock-in-trade and work-in-progress**		
	Opening balance		
	Work-in-progress	100.39	69.54
	Finished goods	236.30	221.85
	Stock-in-trade	7.51	4.43
	Total opening balance	**344.20**	**295.82**
	Closing balance		
	Work-in-progress	212.57	100.39
	Finished goods	420.41	236.30
	Stock-in-trade	19.96	7.51
	Total closing balance		
		652.94	**344.20**
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(308.74)**	**(48.38)**
25.	**Employee benefits expense**		
	Salaries, wages, bonus, gratuity and allowances	864.85	729.50
	Contribution to provident and other funds	36.90	30.22
	Employee share based payment expense	7.67	3.08
	Staff welfare expenses	45.82	33.42
	Total employee benefits expense	**955.24**	**796.22**
26.	**Finance costs**		
	Interest expense	115.49	141.48
	Other finance costs	28.02	20.84
	Exchange difference to the extent considered as an adjustment to finance costs	3.22	-
	Total finance costs	**146.73**	**162.32**

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

		For the year ended 31 March 2022	For the year ended 31 March 2021
27.	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment	121.66	120.83
	Amortization of intangible assets	5.14	5.26
	Total depreciation and amortization expense	**126.80**	**126.09**
28.	**Other expenses**		
	Power and fuel	299.44	211.58
	Stores, spares and packing materials consumed	628.34	362.46
	Job work charges	0.29	1.35
	Repairs and maintenance:		
	Plant and machineries	149.88	94.54
	Buildings	18.92	4.98
	Others	42.33	39.19
	Rent	17.18	17.09
	Rates & taxes	7.57	5.79
	Insurance	14.74	14.46
	Advertisement, publicity & sales promotion	387.60	184.39
	Travelling & other incidental expenses	70.89	44.47
	Vehicle running & maintenance	2.22	2.25
	Printing & stationery	10.98	3.12
	Communication expenses	6.72	5.52
	Staff recruitment & training	5.45	10.87
	Legal, professional and consultancy charges (Refer note 40)	98.75	68.87
	Directors' sitting fees	1.13	1.68
	Bank charges	3.65	4.89
	Foreign exchange fluctuation - net	16.21	-
	CSR expenses [Refer note 43 (viii)]	2.79	0.63
	Freight & forwarding	600.55	404.69
	Commission on Sales	16.03	12.20
	Discounts, claims to customers and other selling expenses	65.78	56.92
	Bad Debts/ irrecoverable advances & receivables written off (net)	3.43	-
	Net loss on sale/disposal of property, plant and equipment	-	0.06
	Property, plant and equipment & Capital work-in-progress written off	-	0.13
	Miscellaneous expenses	5.49	10.20
	Total other expenses	**2,476.36**	**1,562.33**

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Notes to the financial statements for the year ended 31 March 2022

29. Income tax

The major components of income tax expense are:

Profit or loss section

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Current income tax:		
Current income tax charge for the year	-	-
	-	-
Deferred tax:		
Deferred tax charge/(credit) for the year	183.89	343.31
	183.89	343.31
Income tax expense reported in the Statement of profit and loss	183.89	343.31

OCI section

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Tax charge/(credit) related to items that will not be reclassified to profit or loss	(0.92)	0.63
Income tax charged to OCI	(0.92)	0.63

Reconciliation between average effective rate and applicable tax rate:

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Accounting profit before income tax	750.70	234.97
At India's statutory income tax rate 25.168% (Previous Year: 25.168%)	188.93	59.14
- Effect of tax rate difference (Opting new regime)	-	241.11
- Derecognition of earlier recognized DTA	-	42.19
- Adjustments of earlier years	(4.99)	-
- Others	0.05	0.87
Income tax expense reported in the Statement of profit and loss	183.99	343.31

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Notes to the financial statements for the year ended 31 March 2022

30. The outbreak of Coronavirus (COVID-19) pandemic globally and in India has 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.

31. 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 ended 31 March 2022	For the year ended 31 March 2021
Employer's contribution to provident fund*	9.05	1.24
Employer's contribution to employee's pension scheme 1995	9.99	8.65
Employer's contribution to superannuation fund	1.06	1.07
Employer's contribution to employee state insurance	0.27	0.14

* For certain employees where provident fund is deposited with government authority e.g. Regional Provident Fund

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 7.20% p.a. (Previous Year: 6.80% 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 6.00% 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 ended 31 March 2022	For the year ended 31 March 2021
Present vale of obligation at the beginning of the year	94.68	93.79
Current service cost	9.79	8.53
Interest cost	6.44	6.38
Actuarial (gain)/loss	3.90	(2.45)
Benefits paid	(10.69)	(11.57)
Present vale of obligation at the end of the year	104.12	94.68

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

(₹ in million)

Particulars	31 March 2022	31 March 2021
Present vale of obligation at the end of the year	104.12	94.68
Fair value of plan assets at the end of the year	11.40	10.44
Net liabilities recognized in the Balance Sheet	92.72	84.24

Fair value of plan assets*:

(₹ in million)

Particulars	31 March 2022	31 March 2021
Plan assets at the beginning of the year	10.44	9.83
Expected return on plan assets	0.71	0.67
Actuarial gain/(loss)	0.25	(0.06)
Plan assets at the end of the year	11.40	10.44

* 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 2022

Company's best estimate of contribution during next year is ₹ 18.72 million (Previous Year: ₹ 16.20 million).

Expense recognized in the Statement of Profit and Loss under employee benefits expense:

(₹ in million)

Particulars	31 March 2022	31 March 2021
Total service cost	9.79	8.53
Net interest cost	5.73	5.72
Expenses recognized in the Statement of Profit and Loss	**15.52**	**14.25**

Amount recognized in other comprehensive income:

(₹ in million)

Particulars	31 March 2022	31 March 2021
Actuarial gain/(loss) due to financial assumption change	(3.89)	2.45
Actuarial gain/(loss) on plan assets	0.25	(0.06)
Amount recognized in the Other Comprehensive Income	**(3.64)**	**2.39**

Sensitivity analysis:

(₹ in million)

Particulars	31 March 2022			
Assumptions	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)

(₹ in million)

Particulars	31 March 2021			
Assumptions	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(3.25)	3.46	3.48	(3.30)

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 makes monthly contributions to provident fund managed by trust for qualifying employees. Under the scheme, the Company is 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 are treated as defined benefit plans, since the Company is 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 2022	As at 31 March 2021
Discount rate	-	6.80%
Guaranteed rate of return	-	8.50%

The Company has contributed ₹ 13.20 million to provident fund (Previous Year: ₹ 16.98 million) for the year.

C. Other long term benefits (compensated absences)

(₹ in million)

Particulars	As at 31 March 2022	As at 31 March 2021
Present value of obligation at the end of the year	44.71	42.86

Notes to the financial statements for the year ended 31 March 2022

32. Fair value measurement

(₹ in million)

Particulars	Note	Level of hierarchy	31 March 2022			31 March 2021		
			FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost
Financial assets								
Investments in quoted equity instruments	(d)	1	-	0.47	-	-	0.48	-
Trade receivables	(a)		-	-	2,200.38	-	-	1,145.99
Loans	(a, b)		-	-	2.34	-	-	2.19
Cash and cash equivalents	(a)		-	-	11.18	-	-	48.28
Other bank balances	(a)		-	-	0.59	-	-	14.68
Other financial assets	(a, b)		-	-	16.63	-	-	11.15
Total financial assets			-	**0.47**	**2,231.12**	-	**0.48**	**1,222.29**
Financial liabilities								
Non-current borrowings (including other current maturities)	(c)	3	-	-	974.99	-	-	989.33
Current borrowings	(a)		-	-	486.18	-	-	404.36
Trade payables	(a)		-	-	2,727.24	-	-	1,124.81
Other financial liabilities	(a)		-	-	652.04	-	-	467.32
Total financial liabilities			-	-	**4,840.45**	-	-	**2,985.82**

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.

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Notes to the financial statements for the year ended 31 March 2022

(c) Fair value of non-current borrowings as below:

(₹ in million)

Particulars		Level	Fair value	
			31 March 2022	31 March 2021
Borrowings (including other current maturities)*		3	979.30	999.45
			979.30	**999.45**

* 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 2022 and 31 March 2021.

Reconciliation of Level 1 fair value measurement:

(₹ in million)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance	0.48	0.35
Additional investments	-	-
Gain/(Loss) recognized in other comprehensive income	(0.01)	0.13
Sale of investments		-
Closing balance	**0.47**	**0.48**

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Notes to the financial statements for the year ended 31 March 2022

33. 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 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 ₹ 1.95 million (Previous Year: ₹ 1.03 million).

Movement in the Provision/Allowance for doubtful debts is as follows:

(₹ in million)

Particulars	31 March 2022	31 March 2021
Balance at the beginning of the year	35.60	33.04
Add: Provided during the year (net of reversal)	5.09	8.97
Less Amount written off/adjusted	1.43	6.41
Balance at the end of the year	39.26	35.60

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 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
Undisputed							
Considered good	2,030.85	167.25	1.11	-	-	-	2,199.21
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	1.11	5.26	0.75	0.71	7.83
Disputed							
Considered good	-	0.33	0.84	-	-	-	1.17
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	0.84	3.13	4.06	23.40	31.43
Total	2,030.85	167.58	3.90	8.39	4.81	24.11	2,239.64
Less: Allowance for credit impaired balances	-	-	1.95	8.39	4.81	24.11	39.26
Total	**2,030.85**	**167.58**	**1.95**	-	-	-	**2,200.38**

Notes to the financial statements for the year ended 31 March 2022

As at 31 March 2021: (₹ 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
Undisputed							
Considered good	1,002.72	141.64	0.81	-	-	-	1,145.17
credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	0.81	2.77	1.18	0.81	5.57
Disputed							
Considered good	-	0.60	0.22	-	-	-	0.82
credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	0.22	6.05	10.82	12.94	30.03
Total	1,002.72	142.24	2.06	8.82	12.00	13.75	1,181.59
Less: Allowance for credit impaired	-	-	1.03	8.82	12.00	13.75	35.60
Total	**1,002.72**	**142.24**	**1.03**	**-**	**-**	**-**	**1,145.99**

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 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.

(₹ in million)

As at 31 March 2022	Carrying amount	Contractual cash flows		
		Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
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

(₹ in million)

As at 31 March 2021	Carrying amount	Contractual cash flows		
		Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
Borrowings (1)	1,393.69	1,403.81	711.86	691.95
Trade payables	1,124.81	1,124.81	1,124.81	-
Other financial liabilities	467.32	467.32	378.22	89.10

(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 2022

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 2022		31 March 2021	
	USD	EUR	USD	EUR
Trade receivable	509.84	124.76	390.21	62.39
Trade payables	(1,637.36)	(10.36)	(382.20)	(11.86)
Borrowings	-	-	(286.56)	-
Net exposure	**(1,127.52)**	**114.40**	**(278.55)**	**50.53**

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
31 March 2022		
USD (1% movement)	(11.28)	11.28
EUR (1% movement)	1.14	(1.14)
31 March 2021		
USD (1% movement)	(2.79)	2.79
EUR (1% movement)	0.51	(0.51)

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 31 March 2022	As at 31 March 2021
Fixed-rate borrowings	2.20	70.30
Floating rate borrowings	1,463.28	1,333.51
Total borrowings (gross of transaction costs)	**1,465.48**	**1,403.81**

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 2022 would decrease / increase by ₹ 3.66 million (Previous Year: ₹ 3.33 million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

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Notes to the financial statements for the year ended 31 March 2022

34. 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:

(₹ in million)

Particulars	As at 31 March 2022	As at 31 March 2021
Total borrowings [Refer note 15 (a) & 15 (c)]	1,461.17	1,393.69
Less: Cash and cash equivalents [Refer note 13 (a)]	11.18	48.28
Less: Other bank balances [Refer note 13 (b)]	0.59	14.68
Less: Current investments (Refer note 11)	0.47	0.48
Net debt	1,448.93	1,330.25
Total equity [Refer note 14 & 14 (a)]	1,474.18	902.43
Gearing ratio	**0.98**	**1.47**

No Changes were made in the objective, policies or process for managing capital during the years 31 March 2022 and 31 March 2021.

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Notes to the financial statements for the year ended 31 March 2022

35. Changes in financial liabilities arising from financing activities

For the year ended 31 March 2022:

(₹ in million)

Particulars	As at 31 March 2021	Receipt	Repayment	Transaction cost	Others	As at 31 March 2022
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
Total	**1,393.69**	**437.27**	**(375.60)**	**5.81**	**-**	**1,461.17**

For the year ended 31 March 2021:

(₹ in million)

Particulars	As at 31 March 2020	Receipt	Repayment	Transaction cost	Others	As at 31 March 2021
Long term borrowings from banks	1,291.01	50.00	(417.50)	7.62	-	931.13
Long term borrowings from others	58.20	-	-	-	-	58.20
Short term borrowings from banks	455.34	-	(62.16)	(0.92)	-	392.26
Short term borrowings from others	8.30	15.00	(11.20)	-	-	12.10
Lease obligation	0.11	-	(0.11)	-	-	-
Total	**1,812.96**	**65.00**	**(490.97)**	**6.70**	**-**	**1,393.69**

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Notes to the financial statements for the year ended 31 March 2022

36. 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 2022			For the year ended 31 March 2021		
	Total segment revenue	Inter-segment revenue	Revenue from external customers	Total segment revenue	Inter-segment revenue	Revenue from external customers
REVENUE						
Performance Polymers	7,079.59	369.96	6,709.63	3,910.36	193.25	3,717.11
Agri Products	4,842.03		4,842.03	2,500.97	-	2,500.97
Total segment revenue	**11,921.62**	**369.96**	**11,551.66**	**6,411.33**	**193.25**	**6,218.08**

(₹ in million)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
RESULT		
Performance Polymers	440.82	410.16
Agri Products	639.24	84.84
Total Segment	**1,080.06**	**495.00**
Un-allocated corporate expenses (net of un-allocable income)	182.63	97.71
Finance costs	146.73	162.32
Profit/(Loss) before tax	**750.70**	**234.97**
Tax expense/(credit)	183.89	343.31
Profit/(Loss) for the year	**566.81**	**(108.34)**

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Notes to the financial statements for the year ended 31 March 2022

(₹ in million)

Particulars	Segment Assets		Segment Liabilities	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Performance Polymers	3,520.58	1,996.52	1,877.20	1,161.10
Agri Products	2,738.49	1,494.21	1,782.46	592.13
Segment Total	**6,259.07**	**3,490.73**	**3,659.66**	**1,753.23**
Un-allocated corporate assets/ liabilities	147.17	184.98	149.70	147.80
Total	**6,406.24**	**3,675.71**	**3,809.36**	**1,901.03**
Deferred tax asset/ liabilities	338.47	521.44		-
Borrowings (including other current maturities)	-	-	1,461.17	1,393.69
Total assets/ liabilities	**6,744.71**	**4,197.15**	**5,270.53**	**3,294.72**

Other information

(₹ in million)

Particulars	Capital Expenditure*		Depreciation/ amortization	
	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2022	For the year ended 31 March 2021
Performance Polymers	182.01	19.37	56.64	56.82
Agri Products	53.26	22.39	45.65	44.05
Un-allocated	12.65	4.35	24.51	25.22
Total	**247.92**	**46.11**	**126.80**	**126.09**

* Net of Right of use assets

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Notes to the financial statements for the year ended 31 March 2022

37. 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.
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), Mr. Ramanathan Bupathy (Director) (up to 03 September, 2020) , Mr. Sushil Kumar Roongta (Director) (up to 06 November, 2020), Ms. Shivpriya Nanda (Director) and Mr. Radhey Shyam Sharma (Director) and Mr. Ravinder Pal Sharma (Director) (w.e.f. 03 September, 2020)
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 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	**Sale of goods, utilities and services:**						
	Jubilant Industries Inc. USA	-	883.06	-	-	-	883.06
	Jubilant Ingrevia Limited	-	-	118.60	-	-	118.60
		-	**883.06**	**118.60**	**-**	**-**	**1,001.66**
2	**Purchase of goods, utilities and services:**						
	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	**Rent expenses:**						
	Jubilant Pharmova Limited	-	-	9.27	-	-	9.27
	Jubilant Ingrevia Limited	-	-	6.03	-	-	6.03
		-	**-**	**15.30**	**-**	**-**	**15.30**
4	**Interest expenses on inter-corporate loan:**						
	Jubilant Enpro (P) Limited	-	-	4.68	-	-	4.68
	Jubilant Industries Limited	0.85	-	-	-	-	0.85
		0.85	**-**	**4.68**	**-**	**-**	**5.53**
5	**Transfer out of employee related liabilities on transfer of employees:**						
	Jubilant Ingrevia Limited	-	-	0.39	-	-	0.39
		-	**-**	**0.39**	**-**	**-**	**0.39**
6	**Remuneration (including perquisites):**						
	Manu Ahuja (Whole-time Director)	-	-	-	50.38	-	50.38
	Umesh Sharma (Chief Financial Officer)	-	-	-	15.35	-	15.35
		-	**-**	**-**	**65.73**	**-**	**65.73**
7	**Sitting fees:**						
	Shivpriya Nanda (Director)	-	-	-	0.35	-	0.35
	Radhey Shyam Sharma (Director)	-	-	-	0.38	-	0.38
	Ravinder Pal Sharma (Director)	-	-	-	0.40	-	0.40
		-	**-**	**-**	**1.13**	**-**	**1.13**
8	**Contribution towards provident fund:**						
	VAM Employees Provident Fund Trust	-	-	-	-	36.56	36.56
		-	**-**	**-**	**-**	**36.56**	**36.56**

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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
9	**Contribution towards superannuation fund:**						
	Pace Marketing Specialties Limited Officer's Superannuation Scheme Trust	-	-	-	-	1.06	1.06
		-	**-**	**-**	**-**	**1.06**	**1.06**
10	**CSR Expenses:**						
	Jubilant Bhartia Foundation	-	-	-	-	2.79	2.79
		-	**-**	**-**	**-**	**2.79**	**2.79**
11	**Repayment of inter-corporate loan taken:**						
	Jubilant Industries Limited	9.90	-	-	-	-	9.90
	Jubilant Enpro (P) Limited	-	-	58.20	-	-	58.20
		9.90	**-**	**58.20**			**68.10**
12	**Trade payables:**						
	Jubilant Industries Limited	1.12	-	-	-	-	1.12
	Jubilant Ingrevia Limited	-	-	44.90	-	-	44.90
		1.12	**-**	**44.90**	**-**	**-**	**46.02**
13	**Loan payable:**						
	Jubilant Industries Limited	2.20	-	-	-	-	2.20
		2.20	**-**	**-**	**-**	**-**	**2.20**
14	**Interest payable**						
	Jubilant Industries Limited	0.14	-	-	-	-	0.14
		0.14	**-**	**-**	**-**	**-**	**0.14**
15	**Other payables:**						
	Jubilant Pharmova Limited	-	-	18.14	-	-	18.14
	Jubilant Generics Limited	-	-	5.47	-	-	5.47
		-	**-**	**23.61**	**-**	**-**	**23.61**
16	**Trade receivables:**						
	Jubilant Ingrevia Limited	-	-	0.74	-	-	0.74
	Jubilant Industries Inc. USA	-	305.90	-	-	-	305.90
		-	**305.90**	**0.74**	**-**	**-**	**306.64**
17	**Other receivables:**						
	Jubilant Ingrevia Limited	-	-	4.18	-	-	4.18
		-	**-**	**4.18**	**-**	**-**	**4.18**
18	**Equity share capital held by:**						
	Jubilant Industries Limited	56.09	-	-	-	-	56.09
		56.09	**-**	**-**	**-**	**-**	**56.09**
19	**Financial guarantee received from and outstanding at the end of the year:**						
	Jubilant Industries Limited	2,879.65	-	-	-	-	2,879.65
		2,879.65	**-**	**-**	**-**	**-**	**2,879.65**

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31 March 2021 (₹ 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	**Sale of goods, utilities and services:**						
	Jubilant Pharmova Limited	-	-	98.63	-	-	98.63
	Jubilant Industries Inc. USA	-	240.22	-	-	-	240.22
	Jubilant Ingrevia Limited	-	-	18.66	-	-	18.66
		-	**240.22**	**117.29**	**-**	**-**	**357.51**
2	**Purchase of goods, utilities and services:**						
	Jubilant Pharmova Limited	-	-	154.50	-	-	154.50
	Jubilant Generics Limited	-	-	5.33	-	-	5.33
	Jubilant Ingrevia Limited	-	-	34.19	-	-	34.19
	Jubilant Industries Limited	3.23	-	-	-	-	3.23
		3.23	**-**	**194.02**	**-**	**-**	**197.25**
3	**Rent expenses:**						
	Jubilant Pharmova Limited	-	-	14.64	-	-	14.64
	Jubilant Ingrevia Limited	-	-	1.00	-	-	1.00
		-	**-**	**15.64**	**-**	**-**	**15.64**
4	**Interest expenses on inter-corporate loan:**						
	Jubilant Enpro (P) Limited	-	-	6.48	-	-	6.48
	Jubilant Industries Limited	0.45	-	-	-	-	0.45
		0.45	**-**	**6.48**	**-**	**-**	**6.93**
5	**Remuneration (including perquisites):**						
	Manu Ahuja (Whole-time Director)	-	-	-	42.92	-	42.92
	Umesh Sharma (Chief Financial Officer)	-	-	-	12.42	-	12.42
		-	**-**	**-**	**55.34**	**-**	**55.34**
6	**Sitting fees:**						
	R. Bupathy (Director)	-	-	-	0.21	-	0.21
	S.K. Roongta (Director)	-	-	-	0.40	-	0.40
	Shivpriya Nanda (Director)	-	-	-	0.33	-	0.33
	Radhey Shyam Sharma (Director)	-	-	-	0.50	-	0.50
	Ravinder Pal Sharma (Director)	-	-	-	0.24	-	0.24
		-	**-**	**-**	**1.68**	**-**	**1.68**
7	**Contribution towards provident fund:**						
	VAM Employees Provident Fund Trust	-	-	-	-	48.15	48.15
		-	**-**	**-**	**-**	**48.15**	**48.15**
8	**Contribution towards superannuation fund:**						
	Pace Marketing Specialties Limited Officer's Superannuation Scheme Trust	-	-	-	-	1.07	1.07
		-	**-**	**-**	**-**	**1.07**	**1.07**
9	**CSR Expenses**						
	Jubilant Bhartia Foundation	-	-	-	-	0.63	0.63
		-	**-**	**-**	**-**	**0.63**	**0.63**
10	**Repayment of inter-corporate loan taken:**						
	Jubilant Industries Limited	11.20	-	-	-	-	11.20
		11.20	**-**	**-**	**-**	**-**	**11.20**
11	**Inter-corporate loan taken:**						
	Jubilant Industries Limited	15.00	-	-	-	-	15.00
		15.00	**-**	**-**	**-**	**-**	**15.00**
12	**Trade payables:**						
	Jubilant Pharmova Limited	-	-	48.91	-	-	48.91
	Jubilant Ingrevia Limited	-	-	34.79	-	-	34.79
		-	**-**	**83.70**	**-**	**-**	**83.70**

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31 March 2021 (₹ in million)

Sr. No.	Particulars	Holding company	Fellow subsidiary company	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
13	**Loan payable:**						
	Jubilant Enpro (P) Limited	-	-	58.20	-	-	58.20
	Jubilant Industries Limited	12.10	-	-	-	-	12.10
		12.10	**-**	**58.20**	**-**	**-**	**70.30**
14	**Interest payable:**						
	Jubilant Enpro (P) Limited	-	-	1.57	-	-	1.57
	Jubilant Industries Limited	0.41	-	-	-	-	0.41
		0.41	**-**	**1.57**	**-**	**-**	**1.98**
15	**Other payables:**						
	Jubilant Pharmova Limited	-	-	13.18	-	-	13.18
	Jubilant Generics Limited	-	-	1.25	-	-	1.25
		-	**-**	**14.43**	**-**	**-**	**14.43**
16	**Trade receivables:**						
	Jubilant Pharmova Limited	-	-	0.15	-	-	0.15
	Jubilant Ingrevia Limited	-	-	18.22	-	-	18.22
	Jubilant Industries Inc. USA	-	128.29	-	-	-	128.29
		-	**128.29**	**18.37**	**-**	**-**	**146.66**
17	**Other receivables:**						
	Jubilant Industries Limited	0.06	-	-	-	-	0.06
		0.06	**-**	**-**	**-**	**-**	**0.06**
18	**Equity share capital held by:**						
	Jubilant Industries Limited	56.09	-	-	-	-	56.09
		56.09	**-**	**-**	**-**	**-**	**56.09**
19	**Financial guarantee received from and outstanding at the end of the year:**						
	Jubilant Industries Limited	2,123.55	-	-	-	-	2,123.55
		2,123.55	**-**	**-**	**-**	**-**	**2,123.55**

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

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Notes to the financial statements for the year ended 31 March 2022

38. 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 ₹ 580.07 million (Previous Year: ₹ 865.74 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:

i)

(₹ in million)

Particulars	As at 31 March 2022	As at 31 March 2021
Customs	-	0.57
Sales tax	1.75	9.13
Service tax	1.18	-
GST	0.39	0.27
Others	73.35	65.11

* 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.

39. Commitments as at year end

a) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 11.67 million (Previous Year: ₹ 17.34 million) [Advances ₹ 2.80 million (Previous Year: ₹ 0.33 million)].

b) Other commitments

Export obligation under Advance License Scheme on duty free import of raw materials, remaining outstanding ₹ 1,212.04 million (Previous Year: ₹ 319.70 million)

40. Auditors remuneration:

(₹ in million)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Audit fee	0.81	0.73
Limited review	0.82	0.75
Other certifications	0.21	0.19
Out of pocket expenses	0.15	0.06
Total	**1.99**	**1.73**

41. Leases

(₹ in million)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Lease liabilities at the beginning of the year	66.97	88.88
Add: Additions during the year	10.62	2.33
Add/(Less): Adjustments on account of extension/termination during the year	(1.50)	(3.63)
Less: Payments on account of lease liabilities during the year	22.57	20.61
Lease liabilities at the end of the year	53.52	66.97

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Notes to the financial statements for the year ended 31 March 2022

Carrying value of assets (₹ in million)

Particulars	For the year ended 31 March 2022		For the year ended 31 March 2021	
	Land & Buildings	Others	Land & Buildings	Others
Balance at the beginning of the year	52.02	9.34	73.55	11.76
Add: Additions during the year	9.60	1.02	1.18	1.15
Add/(Less): Adjustments on account of extension/termination	(1.50)	-	(3.47)	-
Less: Amortization during the year	18.23	3.46	19.24	3.57
Balance at the end of the year	**41.89**	**6.90**	**52.02**	**9.34**

Maturity analysis of lease liabilities (₹ in million)

Maturity analysis- contractual undiscounted cash flows	As at 31 March 2022	As at 31 March 2021
Less than one year	24.39	26.49
One to five years	25.39	40.52
More than five years	146.00	146.00
Total undiscounted lease liabilities	**195.78**	**213.01**
Current lease liabilities	19.88	20.62
Non-current lease liabilities	33.64	46.35

Amount recognized in Statement of profit and loss (₹ in million)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest on lease liabilities	6.37	8.12
Expenses related to short-term leases	17.18	17.09
Amortization of right of use assets	21.69	22.81

Amount recognized in statement of cash flows (₹ in million)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total cash outflows for leases	28.94	28.85

42. 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.

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Notes to the financial statements for the year ended 31 March 2022

43. 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 has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) 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.

(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.

(₹ in million)

Particulars	As at 31 March 2022	As at 31 March 2021
The principal amount remaining unpaid to any supplier as at the end of the year	165.73	76.92
The interest due on principal amount remaining unpaid to any supplier as at the end of the year	-	0.05
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		0.05
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 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

For the year/As at March 31 2021: (₹ 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 2022	As at 31 March 2021
Amount required to be spent by the Company during the year	2.79	0.63
Amount of expenditure incurred	2.79	0.63
Shortfall at the end of the year	-	-
Total of Previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Education & Livelihood	Livelihood
Details of related party transactions*	2.79	0.63

* The Group has established an Organisation for CSR activities namely Jubilant Bhartia Foundation and the Company contribute their amount to the same.

BGJC & Associates LLP Chartered Accountants New Delhi

Notes to the financial statements for the year ended 31 March 2022

44. Ratio

Sr. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021	Change	Reason for change
a)	Current Ratio (number of times) [Current assets / Current Liabilities]	1.07	0.93	14.91%	
b)	Debt - Equity Ratio (number of times) [Total Debt(i)/Shareholders' Equity(ii)]	0.99	1.54	-35.82%	Due to increase in profit despite marginal increase in borrowings
c)	Debt Service Coverage Ratio (number of times) [Earnings available for debt service(iii)/Debt service(iv)]	1.85	0.27	571.31%	Due to increase in profit and short-term borrowings
d)	Return on Equity (number of times) [Net profit after tax/Average shareholders' equity]	0.48	(0.12)	495.31%	Due to increase in profit
e)	Inventory Turnover Ratio (number of times) [Raw material consumed(v)/Average inventory(vi)]	4.94	4.61	7.06%	
f)	Trade Receivables Turnover Ratio (number of times) [Revenue from operations/Average trade receivables)	6.90	5.93	16.52%	
g)	Trade Payables Turnover Ratio (number of times) [Cost of materials consumed(vii)/ Average trade payables)	3.85	3.50	10.01%	
h)	Net Capital Turnover Ratio (number of times) [Revenue from operations/Working capital)	22.30	(21.66)	202.92%	Due to increase in revenue despite increase in working capital
i)	Net Profit Ratio (%) [Net profit after tax/Revenue from operations]	0.05	(0.02)	381.62%	Due to higher realization and lower DTA reversal
j)	Return on Capital Employed (number of times) [Profit before interest and tax/Capital employed(viii)]	0.35	0.22	54.37%	Due to higher profit before interest and tax for the year
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 borroqings.

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 + adjustment of proceeds/(repayment) of short term 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.

BGJC & Associates LLP Chartered Accountants New Delhi

Jubilant Agri And Consumer Products Limited

Notes to the financial statements for the year ended 31 March 2022

45. Earnings per share (EPS)

Particulars		For the year ended 31 March 2022	For the year ended 31 March 2021
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	566.81	(108.34)
II **Weighted average number of equity shares for earnings per share computation**			
(A) For basic earnings per share*	Nos	5,608,552	5,149,897
(B) For diluted earnings per share*	Nos	5,608,552	5,149,897
III **Earnings per share**			
Basic	₹	101.06	(21.04)
Diluted	₹	101.06	(21.04)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Number of Shares at the beginning of the year	5,608,552	4,763,052
Add: Current Year : Nil (Previous Year: 8,45,500 equity shares issued on 16 October 2020(8,45,500/365*167)	-	386,845
Weighted average number of equity shares	**5,608,552**	**5,149,897**

46. Previous year figures have been re-grouped and re-arranged where ever necessary to conform current year's classification.

The accompanying notes "1" to "46" 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

Pranav Jain
Partner
Membership No.098308

For and on behalf of the Board of **Jubilant Agri and Consumer Products Limited**

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Manu Ahuja
CEO & Whole-time Director
DIN: 05123127

Place: New Delhi
Date: 27 May, 2022

BGJC & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
ESTABLISHED SINCE 1982

Independent Auditor's Examination Report on the Compilation of Consolidated Special Purpose Financial Statements to be included in the Information Memorandum ('IM') in connection with proposed Listing of equity shares by Jubilant Agri and Consumer Products Limited ('the Company')

To the Board of Directors of Jubilant Agri and Consumer Products Limited

1. We have completed our assurance engagement to report on the compilation of Consolidated Special Purpose Financial Statements of Jubilant Agri and Consumer Products Limited ('the Company) and group Companies which are going to be under common control of the Company on the basis of the Composite Scheme of Amalgamation and Arrangement as approved by the National Company Law Tribunal, Allahabad Bench, compiled by Management of the Company. The Consolidated Special Purpose Financial Statements consists of the Consolidated Special purpose Balance Sheet as at March 31, 2023, the Consolidated Special purpose Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Special purpose Statement of Changes in Equity and Consolidated Special purpose Statement of Cash Flows for the year then ended, and notes to the Consolidated Special purpose Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Special Purpose Financial Statements").

2. As part of this process, the Consolidated Special Purpose Financial Statements have been compiled on the basis of the audited consolidated special purpose financial statements of the respective entities in the Group which have been prepared in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India. The consolidated special purpose financial statements of all the entities included in the Consolidated Special Purpose Financial Statements were approved by the respective Board of Directors.

The Management of the Company's Responsibility for the Consolidated Special Purpose Financial Statements

3. The Management of the Company is responsible for compiling the Consolidated Special Purpose Financial Statements and the same have been approved by the Board of Directors of the Company. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Consolidated Special Purpose Financial Statements in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India, that is free from material misstatement, whether due to fraud or error. The Management of the Company is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Consolidated Special Purpose Financial Statements.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, as required by SEBI (ICDR) Regulations 2018 (as amended), about whether the Consolidated Special Purpose Financial Statements have been compiled, in all material respects, by the management of the Company in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

BGJC & Associates LLP New Delhi Chartered Accountants

BGJC & Associates LLP is registered with Limited Liability having LLP Identification No. AAI-1738
Regsitered Office & Head Office: Raj Tower-I, G-1, Alaknanda Community Center, New Delhi-110 019, India
Ph.: 91 11 2602 5140 E-mail: bgjc@bgjc.in
Delhi Mumbai Noida Ranchi Udaipur
GST No. 07AAAFB0028K1ZW

5. We conducted our engagement in accordance with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management of the Company has compiled, in all material respects, Consolidated Special Purpose Financial Statements in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial Information used in compiling the Consolidated Special Purpose Financial Statements. For this engagement, we have placed reliance on consolidated special purpose financial statements as referred to in paragraph 2 above.

7. A reasonable assurance engagement to report on whether the Consolidated Special Purpose Financial Statements has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management of the Company in the compilation of the Consolidated Special Purpose Financial Statements provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

   - The related adjustments give appropriate effect to those criteria; and
   - The Consolidated Special Purpose Financial Statements reflects the proper application of those adjustments to the unadjusted financial Information.

8. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Consolidated Special Purpose Financial Statements has been compiled, and other relevant engagement circumstances.

Opinion

9. In our opinion, the accompanying Consolidated Special Purpose Financial Statements of Jubilant Agri and Consumer Products Limited and its group Companies which are going to be under common control of the Company (the Company and its group Companies which are going to be under common control of the Company together referred to as "the Group"), which comprise the Consolidated Special purpose Balance Sheet as at March 31, 2023, the Consolidated Special purpose Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Special purpose Statement of Changes in Equity and Consolidated Special purpose Statement of Cash Flows for the period April 01, 2022 to March 31, 2023 and notes to the Consolidated Special Purpose Financial Statements, including a summary of significant accounting policies and other explanatory Information, have been compiled, in all material respects, on the basis of the audited consolidated special purpose financial statements of the respective entities in the Group as per the Composite Scheme of Amalgamation and Arrangement as approved by the National Company Law Tribunal, Allahabad Bench which have been prepared in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

Restrictions on Use

10. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by us.

BGJC & Associates LLP New Delhi Chartered Accountants

11. Our report is intended solely for use of Board of Directors for inclusion in IM to be filed with the Securities Exchange Board of India, BSE Limited and National Stock Exchange of India in connection with the proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **BGJC & Associates LLP**
Chartered Accountants
Firm's Registration No.: 003304N/N00056

Pranav Jain
Partner
Membership No. 098308

BGJC & Associates LLP * Chartered Accountants * New Delhi

UDIN: 24098308BKCQKS7226

Place: New Delhi
Date: November 04, 2024

Consolidated Balance Sheet as at 31 March 2023

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(₹ in million)

	Notes	As at 31 March 2023
ASSETS		
Non-current assets		
Property, plant and equipment	3	1,684.92
Capital work-in-progress	4	48.23
Other intangible assets	5	13.24
Financial assets		
(i) Loans	6	0.97
(ii) Other financial assets	7	13.76
Deferred tax assets (net)	8	118.75
Other non-current assets	9	31.55
Total non-current assets		**1,911.42**
Current assets		
Inventories	10	1,873.50
Financial assets		
(i) Investments	11	0.47
(ii) Trade receivables	12	2,570.47
(iii) Cash and cash equivalents	13 (a)	52.90
(iv) Bank balances other than (iii) above	13 (b)	1.50
(v) Loans	6	0.92
(vi) Other financial assets	7	16.41
Current tax assets (net)		2.93
Other current assets	9	356.31
Total current assets		**4,875.41**
Assets classified as held for sale	3	0.46
Total Assets		**6,787.29**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	14	-
Shares pending issuance	30	150.67
Other equity	14 (a)	1,877.09
Total equity		**2,027.76**
Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Borrowings	15 (a)	236.15
(ia) Lease liabilities	15 (b)	193.99
(ii) Other financial liabilities	16	67.37
Provisions	17	127.51
Total non-current liabilities		**625.02**
Current liabilities		
Financial liabilities		
(i) Borrowings	15 (c)	1,461.10
(ia) Lease liabilities	15 (d)	26.76
(ii) Trade payables:		
Total outstanding dues of micro enterprises and small enterprises	18	181.28
Total outstanding dues of creditors other than micro enterprises and small enterprises	18	1,564.39
(iii) Other financial liabilities	16	628.01
Other current liabilities	19	207.48
Provisions	17	56.54
Current tax liabilities (net)		8.95
Total current liabilities		**4,134.51**
Total Equity and Liabilities		**6,787.29**
Corporate information and Significant accounting policies	1 & 2	
Notes to the consolidated financial statements	3 to 48	

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

In terms of our report of even date.

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

Pranav Jain
Partner
Membership No. 098308

Place : New Delhi
Date : 04 November, 2024

BGJC & Associates LLP New Delhi Chartered Accountants

Brijesh Kumar
Company Secretary
Membership No. A36070

Place: Gurugram
Date: 04 November, 2024

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Jubilant Agri & Consumer Products Ltd.

Consolidated Statement of Profit and Loss for the year ended 31 March 2023

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(₹ in million)

	Notes	For the year ended 31 March 2023
Continuing operations		
Revenue from operations	20	14,670.78
Other Income	21	28.97
Total income		**14,699.75**
EXPENSES		
Cost of materials consumed	22	9,484.55
Purchases of stock-in-trade	23	256.67
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(183.64)
Employee benefits expense	25	1,062.71
Finance costs	26	193.97
Depreciation & amortization expense	27	142.06
Other expenses	28	3,037.93
Total expenses		**13,994.25**
Net profit for the year from continuing operations before tax		**705.50**
Tax Expenses:	29	
- Current Tax		8.25
- Deferred tax charge		213.20
Net profit for the year from continuing operations		**484.05**
Discontinued operations		
Profit for the year from discontinued operations before tax	31	109.38
Tax expenses of discontinued operations		6.49
Net profit for the year from discontinued operations		**102.89**
Net profit for the year from continuing operations and discontinued operations		**586.94**
Other Comprehensive Income		
Items that will not be reclassified to profit or loss:		
Changes in fair value of investments which are classified at fair value through OCI		-
Re-measurement gain on defined benefit plans		0.43
Income tax charge relating to items that will not be reclassified to profit or loss	29	0.11
Items that will be reclassified to profit or loss and its related income tax effects (Net of income tax)		
Exchange differences in translating the financial statements of foreign operations		(2.44)
Cash flow hedge reserve		(0.25)
Income tax credit relating to items that will be reclassified to profit or loss	29	(0.06)
Other comprehensive loss for the year (net of tax)		**(2.31)**
Total comprehensive income for the year		**584.63**
Profit is attributable to:		
Owners of the Company		586.94
Non-controlling interests		-
		586.94
Other comprehensive income/(loss) is attributable to:		
Owners of the Company		(2.31)
Non-controlling interests		-
		(2.31)
Total comprehensive income is attributable to:		
Owners of the Company		584.63
Non-controlling interests		-
		584.63
Earnings per equity share of ₹ 10 each:	47	
From continuing operations		
Basic	₹	38.09
Diluted	₹	37.65
From discontinued operations		
Basic	₹	8.09
Diluted	₹	8.00
From continuing operations and discontinued operations		
Basic	₹	46.18
Diluted	₹	45.65
Corporate information and Significant accounting policies	1 & 2	
Notes to the consolidated financial statements	3 to 48	
The accompanying notes "1" to "48" form an integral part of the consolidated financial statements		

In terms of our report of even date.

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

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Pranav Jain
Partner
Membership No. 098308

BGJC & Associates LLP New Delhi Chartered Accountants

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Jubilant Agri & Consumer Products Limited

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place : New Delhi
Date : 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Consolidated Statement of Changes in Equity for the year ended 31 March 2023
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

A. Equity share capital

(₹ in million)

Balance as at 01 April 2022	**56.09**
Shares to be cancelled pursuant to Composite Scheme of Arrangement (Refer Note 30)	(56.09)
Shares to be issued pursuant to Composite Scheme of Arrangement (Refer Note 30)	150.67
Balance as at 31 March 2023	**150.67**

B. Other Equity

(₹ in million)

	Attributable to owners of the Company										Attributable to non-controlling interest	Total
	Capital reserve	Securities premium	General reserve	Share based expense reserve*	Retained earnings	Items of other Comprehensive Income				Total attributable to owners of the Company		
						Equity instruments through OCI	Re-measurement of defined benefit plans	Cash hedge reserve	Foreign currency translation reserve			
As at 01 April 2022 (Standalone-Pre Scheme)	-	**880.47**	-	**19.91**	**522.26**	**0.30**	**(4.85)**	-	-	**1,418.09**	-	**1,418.09**
Profit for the year	-	-	-	-	586.94	-	-	-	-	586.94	-	586.94
Other comprehensive income/(loss)	-	-	-	-	-	-	0.32	(0.19)	(2.44)	(2.31)	-	(2.31)
Total comprehensive income/(loss) for the year	-	-	-	-	**586.94**	-	**0.32**	**(0.19)**	**(2.44)**	**584.63**	-	**584.63**
Employee share based expense	-	-	-	13.67	-	-	-	-	-	13.67	-	13.67
Amount transferred pursuant to Composite Scheme of Arrangement (Refer note 30)	48.85	1,225.42	200.31	12.09	1,333.33	-	0.02	-	-	2,820.02	-	2,820.02
Amount reversed/adjusted pursuant to Composite Scheme of Arrangement (Refer note 30)	(48.85)	(880.47)	-	(22.95)	(2,030.87)	-	-	-	-	(2,983.14)	-	(2,983.14)
Impact of consolidation as at 01 July 2022 (Refer note 30)	-	-	-	-	14.18	-	-	-	9.64	23.82	-	23.82
As at 31 March 2023 (Consolidated-Post Scheme)	-	**1,225.42**	**200.31**	**22.72**	**425.84**	**0.30**	**(4.51)**	**(0.19)**	**7.20**	**1,877.09**	-	**1,877.09**

* Refer note 42.

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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 expense reserve**

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

- **Equity instrument through OCI**

The Group 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 Group transfers amount therefrom to retained earnings when the relevant securities are derecognized.

- **Re-measurement of defined benefit plans**

Re-measurement of defined benefit plans comprises actuarial gains and losses and return on plan assets.

- **Cash hedge reserve**

The Group uses hedging instruments as part of its management of related foreign currency risk. For hedging related foreign currency risk, the Group 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 Consolidated 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 operations 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 Group dispose or partially dispose off its interest in a foreign operation through sale, liquidation, repayment of share capital or abandonment of all, or part of, that entity.

93/75

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements.

In terms of our report of even date.
For BGJC & Associates LLP
Chartered Accountants
Firm's Registration Number : 003304N/N500056

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Pranav Jain

BGJC & Associates LLP * Chartered Accountants * New Delhi

Pranav Jain
Partner
Membership No. 098308

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Jubilant Agri & Consumer Products Limited *

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: New Delhi
Date: 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Statement of Cash Flows for the year ended 31 March 2023

(₹ in million)

	For the year ended 31 March 2023
A. Cash flow from operating activities:	
Net profit before tax	
Continuing operations	705.50
Discontinued operations	109.38
Adjustments for:	
Depreciation & amortization expense	142.10
Gain on sale/disposal/discard/impairment of property, plant and equipment (net)	(119.71)
Finance costs	193.97
Employee share-based payment expense	13.67
Unrealized loss on foreign exchange (net)	0.90
Gain on termination of lease	(2.02)
Property, plant and equipment written off	26.55
Interest income	(6.75)
	248.71
Operating cash flow before working capital changes	**1,063.59**
Adjustments for:	
Increase in trade receivables, loans, other financial assets and other assets	(540.93)
Increase in inventories	473.32
Decrease in trade payables, other financial liabilities, other liabilities and provisions	(826.39)
Cash generated from operations	**169.59**
Direct taxes (paid)/refund (net)	(1.26)
Net cash generated from operating activities	**168.33**
B. Cash flow from investing activities:	
Purchases of property, plant and equipment and other intangible assets	(197.69)
Sale of property, plant and equipment	9.12
Interest received	6.37
Movement in other bank balances	0.09
Net cash used in investing activities	**(182.11)**
C. Cash flow arising from financing activities:	
Proceeds from long term borrowings (Refer note 36)	199.50
Repayment of long term borrowings (Refer note 36)	(582.20)
Payment of lease obligation	(38.12)
Proceeds from short term borrowings (net) (Refer note 36)	616.67
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)
Finance costs paid	(179.05)
Net cash inflow in course of financing activities	**14.60**
D. Effect of exchange rate changes	
Exchange difference in translating the financial statements	**(2.44)**
Net decrease in cash & cash equivalents (A+B+C+D)	(1.62)
Add: Amount transferred pursuant to Composite Scheme of Arrangement (Refer note 30)	43.34
Add: Cash & cash equivalents at the beginning of the year	11.18
Cash & cash equivalents at the end of the year	**52.90**

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Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

(₹ in million)

	As at 31 March 2023
Components of cash and cash equivalents	
Balance With Banks	
- On current accounts	45.92
- On fixed deposits with original maturity of 3 months or less	6.97
Cash on hand	0.01
	52.90

Notes:

i) Consolidated 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 and capital advances/payables during the year.

In terms of our report of even date.

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

Pranav Jain
Partner
Membership No. 098308

Place: New Delhi
Date : 04 November, 2024

For and on behalf of the board
Jubilant Agri and Consumer Products Limited

Brijesh Sharma
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Chairman
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: Gurugram
Date: 04 November, 2024

Notes to the consolidated financial statements for the year ended 31 March 2023
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

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 consolidated financial statements of the Company as at and for the year ended on 31 March 2023 comprise the Company and its subsidiary (together referred to as "the Group"). Presently, the Group is engaged in the business of manufacturing and sale of agri, industrial polymers and consumer products. The Group caters to both domestic and international markets. 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 consolidated 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 consolidated 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 C of the proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12th August, 2022.

(iii) Historical cost convention

The consolidated 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) Principles of consolidation

The consolidated financial statements comprises the financial statement of the Company and its subsidiary as at 31 March 2023. Subsidiaries are those entities in which the parent directly or indirectly has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities.

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Notes to the consolidated financial statements for the year ended 31 March 2023
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The details of the consolidated entities are as follows:

Sr. No.	Name	Country of Incorporation	Name of the Parent	Percentage of ownership
1	Jubilant Industries Inc. USA	United States of America	Jubilant Agri and Consumer Products Ltd.	100%

(c) Consolidation procedure

The financial statements of the subsidiaries are combined on a line-by–line basis by adding together the like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with IND AS 110 –'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time. The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.

(d) Business combinations

Business combinations (other than common control business combinations) are accounted for using the purchase (acquisitions) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expenses as incurred.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in the other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in the consolidated financial statements of the Group in the same form in which they appeared in the financial statement of the acquired entity. The differences, if any, between

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the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

(e) Current versus non-current classification

The Group 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 Group 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.

The Group 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. Each entity of the Group has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

(f) 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 Group and the cost of the item can be measured reliably. The carrying

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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 Consolidated 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

For Indian entities, 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**
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 land, which qualify as finance lease is amortised over the lease period on straight line basis.

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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 Consolidated Statement of Profit and Loss.

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

Discontinued operations is a component of the Group 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 Consolidated Statement of Profit and Loss.

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

(h) 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 Group'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 Group 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

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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.

(i) 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 Group 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 amortisation is included in other income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated 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.

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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 Consolidated 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 Group 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 Consolidated 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. Equity Instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOVI, 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 Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group 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 Consolidated Statement of Profit and Loss.

Impairment of Financial assets

The Group 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

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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 Consolidated Statement of Profit and Loss.

De-recognition

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

- The rights to receive cash flows from the asset have expired, or
- The Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Consolidated 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 Consolidated Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Consolidated 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 Consolidated Statements of Profit and Loss.

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Notes to the consolidated financial statements for the year ended 31 March 2023
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

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.

The Group 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 Group 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 Group 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 Group designate 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.

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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.

Derivatives that are not designated as hedges

The Group 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 the Consolidated Balance Sheet when, and only when, the Group 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.

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(j) 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.

(k) 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.

(l) Provisions

A provision is recognised if, as a result of a past event, the Group 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.

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(m) 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 Group. 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.

(n) Revenue recognition

The Group's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of Group'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 Group 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 Group 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.

In case of revenue arrangements with tie up units, the group has concluded that it is acting as an agent in all such revenue arrangements since the group is not the primary obligor in all such revenue arrangements and has no pricing latitude and is not exposed to inventory and credit risks. Group 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.

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.

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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.

(o) 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 Group 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 (applicable for Indian entities of the Group), 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 Group is funded with Life Insurance Corporation of India.

b) Superannuation

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

c) Provident Fund

(i) The Group 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 Group 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 Group's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be

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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) Group's contribution to the provident fund is charged to Consolidated Statement of Profit and Loss.

d) Foreign subsidiary make contribution to various social security plans and insurance schemes as per local requirements and generally accepted practices in its country of incorporation. Such contributions are charged to Consolidated Statement of Profit and Loss on accrual basis in the year in which liability to pay arise.

(iii) Other long-term employee benefits:

Compensated absences

As per the Group'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 Group'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 Consolidated 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 Consolidated 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).

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Past service cost is recognised as an expense in the Consolidated 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 Consolidated 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).

(p) Share based payments

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Group 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.

(q) 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 Consolidated 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.

(r) Income tax

Income tax expense comprises current and deferred tax. It is recognised in Consolidated 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

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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 Group 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 Group 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 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 Group 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.

(s) Leases

The Group 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.

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Group as a lessee

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

The Group 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 Group 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 Group 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 Group 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 Group 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.

(t) 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 Parent 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

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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.

(u) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is also the Parent company's functional currency.

(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 Consolidated Statement of Profit and Loss.

(iii) Group companies

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.

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 Consolidated 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.

(v) 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 Group will comply all attached conditions.

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Government grants relating to income are deferred and recognised in the Consolidated 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 Consolidated Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

(w) Earnings per share

(i) Basic earnings per share

Basic earnings per share, is calculated by dividing:

- the profit attributable to owners of the Group
- 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.

(x) 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 Group 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.

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When measuring the fair values of an asset or a liability, the Group 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 Group 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.

(y) Critical estimates and judgements

The preparation of Consolidated 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 Consolidated 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(h) and 2(i).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(f).
- Estimation of assets and obligations relating to employee benefits- Note 32.
- Share-based payments- Note 42.
- Valuation of inventories- Note 2(j).
- Recognition of revenue and related accruals- Note 2(n).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 39.
- Lease classification- Note 41.
- Fair value measurements Note 2(x).

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Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Notes to the consolidated financial statements for the year ended 31 March 2023
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

3. Property, plant and equipment

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION/AMORTISATION/IMPAIRMENT					NET BLOCK
	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 31 March 2023 (Post Scheme)
Land											
(a) Freehold	59.87	-	-	-	59.87	-	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	-	18.15	1.74	-	0.31	-	2.05	16.10
Buildings											
(a) Factory	283.08	-	21.52	1.92	302.68	74.37	-	13.16	0.44	87.09	215.59
(b) Others	47.75	-	1.27	3.13	45.89	4.60	-	0.80	0.59	4.81	41.08
Plant & machineries	1,542.68	-	104.27	40.49	1,606.46	425.15	-	83.61	18.62	490.14	1,116.32
Furniture & fixtures	4.99	0.05	4.43	0.83	8.64	3.51	0.02	0.56	0.63	3.46	5.18
Office equipments	48.82	0.44	9.75	9.63	49.38	28.71	0.34	7.97	7.57	29.45	19.93
Right of use assets	92.63	-	209.00	41.54	260.09	43.84	-	29.71	24.31	49.24	210.85
TOTAL	**2,097.97**	**0.49**	**350.24**	**97.54**	**2,351.16**	**581.92**	**0.36**	**136.12**	**52.16**	**666.24**	**1,684.92**
Less: Depreciation/Amortization related to discontinued operations								0.03			
Depreciation/Amortization related to continuing operations								**136.09**			

Notes:

(i)Assets classified as held for sale ₹ 0.46 million.

(ii) Property, plant and equipment of the Company are charged in favour of bankers for term loan. (Refer note 15)

(iii) During the current financial year, no borrowing cost has been capitalized on property, plant and equipment.

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4. Capital work-in-progress

(₹ in million)

	As at 31 March 2023
Balance at the beginning	4.17
Additions during the year	185.30
Capitalized during the year	141.24
Balance at the end	**48.23**

4.1 Ageing of Capital work-in-progress

(₹ in million)

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	48.23	-	-	-	48.23
Projects temporarily suspended	-	-	-	-	-
Total	**48.23**	-	-	-	**48.23**

4.2 Expected completion schedule of capital work-in-progress where cost or time overrun has exceeded original plan

(₹ in million)

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 Kapasan Quality Lab	1.32			
Projects temporarily suspended	-	-	-	-

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Notes to the consolidated financial statements for the year ended 31 March 2023

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

5. Other intangible assets

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION / AMORTISATION/IMPAIRMENT					NET BLOCK
	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 31 March 2023 (Post Scheme)
Software	2.48	-	5.13	-	7.61	2.12	-	0.72	-	2.84	4.77
License	26.28	-	-	-	26.28	12.56	-	5.25	-	17.81	8.47
TOTAL	28.76		5.13	-	33.89	14.68		5.97	-	20.65	13.24

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2023	
		Non-current	Current
6.	**Loans**		
	Loan receivable considered good - Unsecured:		
	- Loan to employees	0.97	0.92
	Total loans	**0.97**	**0.92**
7.	**Other financial assets**		
	Interest accrued	-	0.86
	Security deposits	13.47	2.83
	Recoverable from related parties (Refer note 38)	-	12.72
	Others	0.29	-
	Total other financial assets	**13.76**	**16.41**

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 Group'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	Unabsorbed depreciation	Others	Total
As at 01 April 2022 Standalone (Pre Scheme)	**34.59**	**26.93**	**354.23**	**2.38**	**418.13**
- transferred pursuant to Scheme	0.02	-	-	-	0.02
Charged/(Credited)					
- to consolidated statement of profit and loss	(0.75)	4.31	207.97	(8.24)	203.29
- to other comprehensive income	-	-	-	0.05	0.05
As at 31 March 2023 Consolidated (Post Scheme)	**35.36**	**22.62**	**146.26**	**10.57**	**214.81**

Deferred tax liabilities:

(₹ in million)

	Depreciation, amortization and other temporary differences	Total
As at 01 April 2022 Standalone (Pre Scheme)	**79.66**	**79.66**
Charged/(Credited)		
- to consolidated statement of profit and loss	16.40	16.40
- to other comprehensive income	-	-
As at 31 March 2023 Consolidated (Post Scheme)	**96.06**	**96.06**

Net deferred tax assets:

(₹ in million)

Particulars	**As at 31 March 2023**
Deferred tax assets	214.81
Deferred tax liabilities	96.06
Deferred tax assets (net)	**118.75**

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Reconciliation of deferred tax assets (net):

(₹ in million)

Particulars	**As at 31 March 2023**
Balance as at the commencement of the year	338.47
Transferred pursuant to Composite Scheme of Arrangement	0.02
Expense/(Credit) recognized in consolidated profit and loss during the year	219.69
Expense/(Credit) recognized in other comprehensive income during the year	0.05
Balance as at the end of the year	**118.75**

Expiry period of carried forward tax losses:

Group has unabsorbed depreciation amounting to ₹ 581.13 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	
	Non-current	**Current**
9. Other assets		
Advance to suppliers	-	41.89
Capital advances	8.03	-
Security deposits	18.27	-
Prepaid expenses	5.25	30.81
Advances to employees	-	4.09
Recoverable from/balance with government authorities	-	273.63
Others	-	5.89
Total other assets	**31.55**	**356.31**

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(₹ in million)

	As at 31 March 2023
10. Inventories	
Raw materials	627.38
(including goods-in-transit ₹ 216.86 million)	
Work-in-progress	333.70
Finished goods	737.67
Stock-in-trade	49.08
Stores and spares	62.90
Fuel and packing materials	62.77
Total inventories	**1,873.50**
Notes:	
(i) For valuation of inventories refer note 2(j).	
(ii) Inventories of the Company are pledged as security for borrowings taken from banks. (Refer note 15)	
11. Current investments	
I. Quoted investment in equity shares (at fair value through other comprehensive income)	
448 equity shares of ₹ 10 each	
Voith Paper Fabrics India Limited	0.47
II. Unquoted investment in equity shares (at cost)	
530 equity shares of ₹ 10 each	
Minerva Holding Limited*	-
132 equity shares of ₹ 10 each	
Kashipur Holdings Limited*	-
Total current investments	**0.47**

* Shares were received free of cost under the Scheme of Arrangement (1997) approved by the Hon'ble High Court of Allahabad.

11.1 Additional information

(₹ in million)

	As at 31 March 2023
Aggregate amount of quoted investments	0.08
Market value of quoted investments	0.47
Aggregate amount of unquoted investments	-
Aggregate provision for diminution in value of investments	-

(₹ in million)

	As at 31 March 2023
12. Trade receivables	
(Current)	
Trade receivable considered good - Unsecured	2,570.47
Trade receivable-credit impaired	39.63
	2,610.10
Less: Allowance for expected credit loss	39.63
Total receivables	**2,570.47**

12.1 Trade receivable includes subsidy receivable ₹ 1,110.12 million.

12.2 Refer note 34 for ageing of trade receivables.

(₹ in million)

	As at 31 March 2023
13(a). Cash and cash equivalents	
Balance With Banks	
- On current accounts	45.92
- On fixed deposits with original maturity of 3 months or less	6.97
Cash on hand	0.01
Total cash and cash equivalents	**52.90**
13(b). Bank balances other than cash and cash equivalents	
Margin money with bank*	1.50
Total bank balances other than cash and cash equivalents	**1.50**

* For bank guarantees in favour of government authorities.

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2023
14.	**Equity share capital**	
	Authorized	
	7,79,77,617 equity shares of ₹ 10 each	779,78
		779,78
	Issued, subscribed and paid-up	
	Nil equity shares of ₹ 10 each	-
	Total equity share capital	-

14.1 Movement in equity share capital:

	As at 31 March 2023	
	No. of shares	₹ in million
At the commencement of the year	56,08,552	56.09
Add: to be Issued pursuant to the Composite Scheme of Arrangement(Refer note 30)	1,50,67,101	150.67
Less: to be cancelled pursuant to the Composite Scheme of Arrangement (Refer note 30)	56,08,552	56.09
At the end of the year	**1,50,67,101**	**150.67**

14.2 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.

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

	As at 31 March 2023	
	No. of shares	% held
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 30)	53,18,439	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 30)	52,33,903	34.74%

14.4 **Information regarding issue of shares in the last five years**

i) The Company will issue 1,50,67,101 equity shares, pursuant to Composite Scheme of Arrangement without payment being to be received in cash.

ii) The Company has not issued any bonus shares.
iii) The Company has not undertaken any buy-back of shares.

14.5 **Disclosure of Shareholding of Promoters**

	As at 31 March 2023		% Change during the year
	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%	-
Arjun Shanker Bhartia	99	0.00%	-
Shyam Sunder Bhartia	72,825	0.48%	-
Jaytee Private Limited	380	0.00%	-
Jubilant Infrastructure Limited	50,000	0.33%	-
Vam Holdings Limited	2,84,070	1.89%	-
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 30)	53,18,439	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 30)	52,33,903	34.74%	-
Jubilant Consumer Private Limited	2,78,522	1.85%	-

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2023
14 (a).	**Other equity**	
	Securities premium	1,225.42
	General reserve	200.31
	Share based expense reserve	22.72
	Retained earnings	425.84
	Items of other comprehensive income:	
	Equity instruments through OCI	0.30
	Re-measurement of defined benefit plans	(4.51)
	Cash hedge reserve	(0.19)
	Foreign currency translation reserve	7.2
	Total other equity	**1,877.09**

(₹ in million)

		As at 31 March 2023
15(a).	**Non-current borrowings**	
	Term loans from banks	
	Indian rupee loans (secured)	371.60
	Less: Current maturities of non-current borrowings	135.45
	Total non-current borrowings	**236.15**
15(b).	**Lease liabilities**	
	Non-current portion of lease liabilities	193.99
	Total non-current lease liabilities	**193.99**
15(c).	**Current borrowings**	
	From banks (Secured):	
	Cash credit and working capital loans	1,075.98
	Current maturities of non-current borrowings	135.45
	Foreign currency term loan	224.92
	From others (Unsecured):	
	MSME Treds borrowings	24.75
	Total current borrowings	**1,461.10**
15(d).	**Lease liabilities**	
	Current portion of lease liabilities	26.76
	Total current lease liabilities	**26.76**

15.1 Nature of security of non-current borrowings and other terms of repayment

15.1.1 Term loan I availed from Ratnakar Bank Limited amounting to ₹ 197.82 million including current maturities of ₹ 65.94 million is secured by first pari passu charge on all fixed assets (both present and future) of the Company.

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15.1.2 Term loan II availed from HDFC Bank Limited amounting to ₹ 83.33 million including current maturities of ₹ 33.33 million is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.3 Term loan III availed from HDFC Bank Limited amounting to ₹ 90.45 million including current maturities of ₹ 36.18 million is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.4 Term loan I availed from Ratnakar Bank Limited is repayable in remaining thirty six equal monthly instalments, payable up to March 2026.

15.1.5 Term loan II availed from HDFC Bank Limited is repayable in remaining ten equal quarterly instalments, payable up to September 2025.

15.1.6 Term loan III availed from HDFC Bank Limited is repayable in remaining ten equal quarterly instalments, payable up to September 2025.

15.2 Nature of security of current borrowings and other terms of repayment

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 (Pre Scheme: Including unconditional and irrevocable corporate guarantee of the parent 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 is secured by first pari passu charge on all fixed assets (both present and future) of the Compan. Same is repayable in three equal quarterly instalments up to October 2023.

15.2.3 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.

15.2.4 There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(₹ in million)

	As at 31 March 2023	
	Non-current	**Current**
16. Other financial liabilities		
Capital creditors	-	18.56
Employee benefits payable	-	71.12
Security deposit	67.37	2.73
Interest accrued but not due on borrowings	-	2.16
Other payables	-	533.44
Total other financial liabilities	**67.37**	**628.01**
17. Provisions		
Provisions for employee benefits (Refer note 32)	127.51	55.64
Other provisions	-	0.90
Total provisions	**127.51**	**56.54**

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

18. Trade payables

(₹ in million)

	As at 31 March 2023
(Current)	
Total outstanding dues of micro enterprises and small enterprises [Refer note 44 (vii)]	181.28
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,564.39
Total trade payables	**1,745.67**

18.1 Trade payable ageing schedule

(₹ in million)

As at 31 March 2023:	Not Due	Outstanding for following periods from due date of payment				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	127.84	53.44	-	-	-	181.28
	127.84	**53.44**	**-**	**-**	**-**	**181.28**
Outstanding dues of other than micro and small enterprises						
(a) Disputed	-	-	-	-	0.96	0.96
(b) Undisputed	1,416.77	142.15	1.45	0.86	2.20	1,563.43
	1,416.77	**142.15**	**1.45**	**0.86**	**3.16**	**1,564.39**

(₹ in million)

	As at 31 March 2023
19. Other current liabilities	
Advance from customers	88.16
Statutory dues payables	113.84
Others	5.48
Total other current liabilities	**207.48**

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		For the year ended 31 March 2023
20.	**Revenue from operations**	
	Sale of products	
	- Domestic [including ₹ 2,346.59 million subsidy on fertilizers]	11,733.24
	-Export	2,913.72
	Other operating revenue	23.82
	Total revenue from operations	**14,670.78**
21.	**Other income**	
	Interest income (including interest on income tax refund of ₹ 0.19 million)	6.69
	Insurance claim	2.47
	Net gain on sale/disposal of property, plant and equipment	0.42
	Gain on termination of lease	2.02
	Rent received	3.43
	Bad Debts/ irrecoverable advances & receivables written in (net)	2.59
	Other non-operating income	11.35
	Total other income	**28.97**
22.	**Cost of materials consumed**	
	Raw & process materials consumed	9,484.55
	Total cost of materials consumed	**9,484.55**
23.	**Purchases of stock-in-trade**	
	Purchases of stock-in-trade	256.67
	Total purchases of stock-in-trade	**256.67**
24.	**Changes in inventories of finished goods, stock-in-trade and work-in-progress**	
	Opening balance	
	Work-in-progress	212.57
	Finished goods	662.73
	Stock-in-trade	19.96
	Total opening balance	**895.26**
	Closing balance	
	Work-in-progress	333.70
	Finished goods	737.67
	Stock-in-trade	49.08
	Total closing balance	
		1,120.45
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(225.19)**
	Add: Foreign currency translation adjustment	41.55
	Less: Decrease of finished goods, stock-in-trade and work-in-progress of IMFL business	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(183.64)**
25.	**Employee benefits expense**	
	Salaries, wages, bonus, gratuity and allowances	952.04
	Contribution to provident and other funds	41.94
	Employee share based expense	13.67
	Staff welfare expenses	55.06
	Total employee benefits expense	**1,062.71**
26.	**Finance costs**	
	Interest expense	163.72
	Other finance costs	23.61
	Exchange difference to the extent considered as an adjustment to finance costs	6.64
	Total finance costs	**193.97**

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Notes to the consolidated financial statements for the year ended 31 March 2023
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(₹ in million)

		For the year ended 31 March 2023
27.	**Depreciation and amortization expense**	
	Depreciation of property, plant and equipment	136.09
	Amortization of intangible assets	5.97
	Total depreciation and amortization expense	**142.06**
28.	**Other expenses**	
	Power and fuel	325.89
	Stores, spares and packing materials consumed	744.73
	Job work charges	2.13
	Repairs and maintenance:	
	Plant and machineries	92.31
	Buildings	5.38
	Others	56.54
	Rent	25.76
	Rates & taxes	7.19
	Insurance	26.21
	Advertisement, publicity & sales promotion	420.83
	Travelling & other incidental expenses	121.15
	Vehicle running & maintenance	2.62
	Printing & stationery	7.25
	Communication expenses	8.95
	Staff recruitment & training	6.40
	Legal, professional and consultancy charges (Refer note 45)	127.03
	Directors' sitting fees	1.63
	Bank charges	18.03
	Foreign exchange fluctuation - net	62.58
	CSR expenses [Refer note 44 (ix)]	7.85
	Freight & forwarding	804.40
	Commission on Sales	22.93
	Discounts, claims to customers and other selling expenses	107.42
	Property, plant and equipment written off	26.55
	Miscellaneous expenses	6.17
	Total other expenses	**3,037.93**

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

29. Income tax

The major components of income tax expense are:

Profit or loss section

(₹ in million)

	For the year ended 31 March 2023
Current income tax:	
Current income tax charge for the year	5.94
Adjustments in respect of current income tax of previous years	2.31
	8.25
Deferred tax:	
Deferred tax charge/(credit)	219.69
	219.69
Income tax expense reported in the Consolidated statement of profit and loss	**227.94**

OCI section

(₹ in million)

	For the year ended 31 March 2023
Tax charge/(credit) related to items that will not be reclassified to profit or loss	0.11
Tax charge/(credit) related to items that will be reclassified to profit or loss	(0.06)
Income tax charged to OCI	**0.05**

Reconciliation between average effective rate and applicable tax rate:

(₹ in million)

	For the year ended 31 March 2023
Accounting profit before income tax	814.88
At India's statutory income tax rate 25.168%	220.68
- Effect of non deductible expenses	(8.38)
- Effect of non taxable income & others	5.72
- Change in statutory tax rate	7.61
- Adjustment of earlier years	2.31
Income tax expense reported in the Consolidated statement of profit and loss	**227.94**

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

30. Composite Scheme of Arrangement

(a) Proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12 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 17 February, 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 Companies as mentioned above in note 30 (a).

Further, Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT) has approved the above mentioned Composite Scheme of Arrangement on August 07, 2024 and a certified copy of the order of Hon'ble NCLT on form no. CAA.7 has been received by the Company on September 03, 2024.

(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 1,05,52,342 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
Assets		
Cash and cash equivalents	A	10.68
Liabilities		
Other current liabilities	B	0.16
Equity		
General reserve*	C	(38.33)
Retained earnings (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, 1,05,52,342 fully paid up equity shares of the face value of ₹ 10 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 consolidated financial statements for the year ended 31 March 2023

(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(i) Pursuant to the scheme, Jubilant Industries Inc. USA (JIL USA), wholly owned subsidiary of Jubilant Industries Limited will became the wholly owned subsidiary of the Company.

Financial position of Jubilant Industries Inc. USA as at 01 July 2022 was as under:

(₹ in million)

Particulars	Amount
Assets:	
Property, plant and equipment	0.03
Inventories	281.83
Trade receivables	102.52
Cash and cash equivalents	26.16
Other current assets	2.82
Total Assets	**413.36**
Equity and liabilities:	
Equity share capital	0.01
Other equity:	
Securities Premium	10.74
Retained earnings	53.70
Foreign currency translation reserve	9.64
Liabilities:	
Trade payables	324.80
Other financial liabilities	9.25
Other liabilities	1.00
Current tax liabilities (net)	4.22
Total Equity and liabilities	**413.36**

Taking in to account the effect of Part C of the Scheme, Consolidated Balance Sheet of Jubilant Agri and Consumer Products Limited was as under:

(₹ in million)

Particulars	As at 01 July 2022 (Post Scheme)			
	JACPL Standalone (Post Scheme)	**JIL USA**	**Elimination**	**JACPL Consolidated (Post Scheme)**
ASSETS				
Non-current assets				
Property, plant and equipment	1,683.61	0.03	-	1,683.64
Capital work-in-progress	10.76	-	-	10.76
Other Intangible assets	12.80	-	-	12.80
Financial assets				
(i) Investments	10.75	-	10.75	-
(ii) Loans	1.07	-	-	1.07
(iii) Other financial assets	13.30	-	-	13.30
Deferred tax assets (net)	278.67	-	-	278.67
Other non-current assets	28.18	-	-	28.18
Total non-current assets	**2,039.14**	**0.03**	**10.75**	**2,028.42**
Current assets				
Inventories	2,518.64	281.83	39.52	2,760.95
Financial assets				
(i) Investments	0.45	-	-	0.45
(ii) Trade receivables	2,750.46	102.52	311.91	2,541.07
(iii) Cash and cash equivalents	26.62	26.16	-	52.78
(iv) Bank balances other than (iii) above	1.59	-	-	1.59
(v) Loans	0.97	-	-	0.97
(vi) Other financial assets	6.76	-	-	6.76
Current tax assets (net)	4.03	-	-	4.03
Other current assets	545.96	2.82	-	548.78
Total current assets	**5,855.48**	**413.33**	**351.43**	**5,917.38**
Assets classified as held for sale	13.57	-	-	13.57
Total Assets	**7,908.19**	**413.36**	**362.18**	**7,959.37**

Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

Particulars	As at 01 July 2022 (Post Scheme)			
	JACPL Standalone (Post Scheme)	JIL USA	Elimination	JACPL Consolidated (Post Scheme)
EQUITY AND LIABILITIES				
Equity				
Equity share capital	150.67	0.01	0.01	150.67
Other equity	1,460.05	74.08	50.26	1,483.87
Total equity	**1,610.72**	**74.09**	**50.27**	**1,634.54**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	459.94	-	-	459.94
(ia) Lease liabilities	202.34	-	-	202.34
(ii) Other financial liabilities	60.30	-	-	60.30
Provisions	128.20	-	-	128.20
Total non-current liabilities	**850.78**	**-**	**-**	**850.78**
Current liabilities				
Financial liabilities				
(i) Borrowings	1,764.05	-	-	1,764.05
(ia) Lease liabilities	27.88	-	-	27.88
(ii) Trade payables:				
Total outstanding dues of micro enterprises and small enterprises	189.52	-	-	189.52
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,538.02	324.80	311.91	2,550.91
(iii) Other financial liabilities	556.21	9.25	-	565.46
Other current liabilities	286.70	1.00	-	287.70
Provisions	84.31	-	-	84.31
Current tax liabilities (net)	-	4.22	-	4.22
Total current liabilities	**5,446.69**	**339.27**	**311.91**	**5,474.05**
Total Equity and Liabilities	**7,908.19**	**413.36**	**362.18**	**7,959.37**

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31. On September 03, 2020, the Board of Directors of the Company authorized 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**
Land (Freehold)	-
Buildings Factory	-
Plant & machineries	0.46
Total	**0.46**

b) Financial performance related to discontinued operations:

(₹ in million)

	For the year ended 31 March 2023
i) Revenue from operations	0.09
ii) Other income	119.35
iii) Total revenue (i+ii)	119.44
iv) Total expenses	10.06
v) Profit from discontinued operations before tax (iii-iv)	109.38
vi) Tax expenses	6.49
vii) Net profit from discontinued operations (v-vi)	**102.89**

c) Summarised Statement of cash flows of discontinued operations:

(₹ in million)

	For the year ended 31 March 2023
Cash flows from operating activities	(9.21)
Cash flows from investing activities	7.56
Cash flows from financing activities	-

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32. Employee benefits in respect of the Group have been calculated as under:

A. Defined Contribution Plans

The Group entities located in India have certain defined contribution plan such as provident fund, employee state insurance, employee pension scheme, employee superannuation fund wherein specified percentage is contributed to them. During the year, the Group has contributed following amounts to:

(₹ in million)

Particulars	For the year ended 31 March 2023
Employer's contribution to provident fund*	24.51
Employer's contribution to employee's pension scheme 1995	11.63
Employer's contribution to superannuation fund	0.91
Employer's contribution to employee state insurance	0.39

* Earlier, for certain employees where provident fund is deposited with government authority e.g. Regional Provident Fund Commissioner (RPFC) and for other employees provident fund is 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.

The Group entity located in United States of America have a 401(k) Plan, where in the regular, full time and part-time employees are eligible to participate in the defined contribution plan after completion of one month of continuous service. Participants may voluntarily contribute eligible pre-tax and post-tax compensation in 1% increments of up to 90% of their annual compensation in accordance with the annual limits as determined by the Internal Revenue Service. Eligible employees receive a 50% match of their contributions up to 6% of their eligible compensation. Employees above the age of 50 years may choose to contribute " catch-up" contributions in accordance with the Internal Revenue Service limits and are matched the same up to the maximum Group contribution 3% of eligible compensation. The Group's matching contributions vest 100% after three years of service. The Group has contributed ₹ 0.13 million to 401(k) plan for the year.

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. 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 and mortality table is as per 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, 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 Group. 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.

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

(₹ in million)

Particulars	For the year ended 31 March 2023
Present value of obligation at the beginning of the year	104.12
Amount transferred pursuant to Composite Scheme of Arrangement	0.52
Current service cost	10.26
Interest cost	7.53
Actuarial gain	(0.13)
Benefits paid	(14.61)
Present value of obligation at the end of the year	107.69

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

(₹ in million)

Particulars	31 March 2023
Present vale of obligation at the end of the year	107.69
Fair value of plan assets at the end of the year	12.54
Net liabilities recognized in the Balance Sheet	95.15

Fair value of plan assets*:

(₹ in million)

Particulars	31 March 2023
Plan assets at the beginning of the year	11.40
Expected return on plan assets	0.82
Actuarial gain	0.32
Plan assets at the end of the year	12.54

* In respect of one unit of the Group, the plan assets were invested in insurer managed funds.

Group's best estimate of contribution during next year is ₹ 19.82 million.

Expense recognized in the Consolidated Statement of Profit and Loss under employee benefits expense:

(₹ in million)

Particulars	31 March 2023
Total service cost	10.26
Net interest cost	6.71
Expenses recognized in the Consolidated Statement of Profit and Loss	**16.97**

Amount recognized in other comprehensive income:

(₹ in million)

Particulars	31 March 2023
Actuarial gain due to financial assumption change	0.09
Actuarial loss due to experience adjustment	(0.02)
Actuarial gain on plan assets	0.31
Amount recognized in the Other Comprehensive Income	**0.38**

Sensitivity analysis:

(₹ in million)

Particulars	**31 March 2023**			
Assumptions	**Discount rate**		**Future salary increase**	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(3.15)	3.35	3.39	(3.22)

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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.

C. Other long term benefits (compensated absences)

(₹ in million)

Particulars	31 March 2023
Present value of obligation at the end of the year	44.74

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Notes to the consolidated financial statements for the year ended 31 March 2023
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33. Fair value measurement

(₹ in million)

Particulars	Note	Level of hierarchy	31 March 2023		
			FVPL	FVOCI	Amortized Cost
Financial assets					
Investments	(b, d)	1	-	0.47	-
Trade receivables	(a)		-	-	2,570.47
Loans	(a, b)		-	-	1.89
Cash and cash equivalents	(a)		-	-	52.90
Bank balances other than cash and cash equivalents	(a)		-	-	1.50
Other financial assets	(a, b)		-	-	30.17
Total financial assets			**-**	**0.47**	**2,656.93**
Financial liabilities					
Non-current borrowings (including other current maturities)	(c)	3	-	-	371.60
Current borrowings	(a)		-	-	1,325.65
Trade payables	(a)		-	-	1,745.67
Lease liabilities	(a)		-	-	220.75
Other financial liabilities	(a)		-	-	695.38
Total financial liabilities			**-**	**-**	**4,359.05**

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.

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(c) Fair value of non-current borrowings as below:

(₹ in million)

Particulars	Level	Fair value 31-Mar-23
Borrowings (including other current maturities)*	3	371.60
		371.60

* 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 year.

Reconciliation of Level 1 fair value measurement:

(₹ in million)

Particulars	For the year ended 31 March 2023
Opening balance	0.47
Additional investments	-
Loss recognized in other comprehensive income	-
Sale of investments	-
Closing balance	**0.47**

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34. Financial risk management

Risk management framework

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

The Group, 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 Group 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 Group if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group'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 Group has established a credit policy under which new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group'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 Group 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 Group 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.

Movement in Allowance for expected credit loss is as follows:

(₹ in million)

Particulars	31 March 2023
Balance at the beginning of the year	39.26
Add: Provided during the year	0.42
Less: Amount written off	0.05
Balance at the end of the year	39.63

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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
Undisputed							
Considered good	2,412.59	143.35	14.19	-	-	-	2,570.13
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	0.68	4.18	2.11	1.23	8.20
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	1.02	2.86	3.47	4.21	20.21	31.77
Total	2,412.59	144.37	17.73	7.65	6.32	21.44	2,610.10
Less: Allowance for credit impaired balances	-	1.02	3.20	7.65	6.32	21.44	39.63
Total	**2,412.59**	**143.35**	**14.53**	**-**	**-**	**-**	**2,570.47**

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 Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group'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 Group's reputation.

The Group'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 Parent Company's Board of Directors and appropriate decisions are taken according to the situation.

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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 31 March 2023	Carrying amount	Contractual cash flows		
		Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
Borrowings (1)	1,697.25	1,697.25	1,461.10	236.15
Trade payables	1,745.67	1,745.67	1,745.67	-
Lease liabilities	220.75	220.75	26.76	193.99
Other financial liabilities	695.38	695.38	625.40	69.98

(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 Group'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 Group has obtained foreign currency borrowing and has foreign currency trade payable and trade receivable and is therefore, exposed to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

(₹ in million)

Particulars	31 March 2023	
	USD	EUR
Trade receivable	414.36	136.17
Trade payables	(597.79)	(10.47)
Net exposure	**(183.43)**	**125.70**

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
31 March 2023		
USD (1% movement)	(1.83)	1.83
EUR (1% movement)	1.26	(1.26)

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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 Group 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 Group are principally denominated in INR and USD with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

Exposure to interest rate risk

The interest rate profile of the Group's interest bearing financial instruments as reported to the management of the Group is as follows:

The following table provides a break-up of the Group's fixed and floating rate borrowings:

(₹ in million)

Particulars	As at 31 March 2023
Fixed-rate borrowings	-
Floating rate borrowings	1,697.25
Total borrowings (gross of transaction costs)	**1,697.25**

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 Group's profit for the year would decrease/increase by ₹ 4.24 million. This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

35. Capital management

Risk management

The Group'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 Group 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:

(₹ in million)

Particulars	As at 31 March 2023
Total borrowings [Refer note 15 (a) & 15 (c)]	1,697.25
Less: Cash and cash equivalents (Refer note 13 (a)]	52.90
Less: Bank balances other than cash and cash equivalents [Refer note 13 (b)]	1.50
Less: Current investments (Refer note 11)	0.47
Net debt	1,642.38
Total equity [Refer note 14 & 14 (a)]	2,027.76
Gearing ratio	**0.81**

No Changes were made in the objective, policies or process for managing capital during the year.

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36. Changes in financial liabilities arising from financing activities

(₹ in million)

Particulars	As at 01 April 2022 Standalone (Pre Scheme)	Receipt	Repayment	Transaction cost	Others	As at 31 March 2023 Consolidated (Post Scheme)
Long term borrowings from banks	974.99	199.50	(582.20)	4.31	(225.00)	371.60
Short term borrowings from banks	483.98	616.67	-	-	225.00	1,325.65
Short term borrowings from others	-	100.00	(100.00)	-	-	-
Total	**1,458.97**	**916.17**	**(682.20)**	**4.31**	**-**	**1,697.25**

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37. Segment information

Business Segment

The CEO and Managing Director of the Parent 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 Group has determined reportable segments by the nature of its products and services, which are as follows:

a. **Performance Polymers & Chemicals:** Adhesives & Wood Finishes, Sulphuric Acid, Food Polymer (Solid PVA) and Latex
b. **P&K Fertilizers:** Single Super Phosphate
c. **Agri Nutrients:** Agro Chemicals for Crop Products

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group 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 Group 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 Group 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 Group basis.

(₹ in million)

Particulars	For the year ended 31 March 2023		
	Total segment revenue	Inter- segment revenue	Revenue from external customers
REVENUE			
Performance Polymers & Chemicals	9,601.73	351.91	9,249.82
P&K Fertilizers	5,292.94	-	5,292.94
Agri Nutrients	128.02	-	128.02
Total segment revenue from operations	**15,022.69**	**351.91**	**14,670.78**

(₹ in million)

Particulars	For the year ended 31 March 2023
RESULT	
Performance Polymers & Chemicals	699.71
P&K Fertilizers	361.42
Agri Nutrients	26.64
Total Segment	**1,087.77**
Un-allocated corporate expenses (net of un-allocable income)	78.92
Finance costs	193.97
Profit before tax	**814.88**
Tax expense	227.94
Profit for the year	**586.94**

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(₹ in million)

Particulars	As at 31 March 2023	
	Segment Assets	Segment Liabilities
Performance Polymers & Chemicals	3,603.75	1,721.00
P&K Fertilizers	2,767.79	1,073.38
Agri Nutrients	26.32	8.74
Segment Total	**6,397.86**	**2,803.12**
Un-allocated corporate assets/ liabilities	270.68	259.16
Total	**6,668.54**	**3,062.28**
Deferred tax asset/ liabilities	118.75	-
Borrowings	-	1,697.25
Total assets/ liabilities	**6,787.29**	**4,759.53**

Other information

(₹ in million)

Particulars	For the year ended 31 March 2023	
	Capital Expenditure	Depreciation/ amortization
Performance Polymers & Chemicals	133.31	68.89
P&K Fertilizers	36.57	44.94
Agri Nutrients	-	-
Un-allocated	20.55	28.26
Total	190.43	142.09
Less: Related to discontinued operations	-	0.03
Net related to continuing operations	**190.43**	**142.06**

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38. Related party disclosures

1. Enterprises in which certain key management personnel are interested

Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Jubilant Life Sciences (USA) Inc., USA, Jubilant Enpro (P) Limited, Jubilant HollisterStier LLC, USA, HSSS Investment Holding (P) Limited, SSBPB Investment Holding (P) Limited, KBHB Investment Holding (P) Limited.

2. Key management personnel (KMP)

Mr. Manu Ahuja [CEO and Whole-time Director) up to 09 December 2023 [Refer note (i)], Mr. Umesh Sharma (Chief Financial Officer), Mr. Abhishek Mishra (Company Secretary) [Refer note (ii)], Mr. Priyavrat Bhartia (Director), Mr. Shamit Bhartia (Director), Ms. Shivpriya Nanda (Director), Mr. Radhey Shyam Sharma (Director),Mr. Ravinder Pal Sharma (Director), Mr. Manish Gupta (Director of Jubilant Industries Inc. USA), Mr. D Scott Mace (Chairman of Jubilant Industries Inc. USA).

(i) He was appointed as CEO and Whole-time Director of the Company w.e.f. 10 May 10 2018 for a period of three years and re-appointed for a period of three years in the Board Meeting held on 04 February 2021 (W.e.f. 10 May 2021). He was ceased from the position of CEO and Whole-time Director of the Company due to his sad demise on 09 December 2023.

Mr. Jagat Sharma was appointed as Whole-time Director of the Company w.e.f. 12 December 2023 and resigned from the post of Whole-time Director of the Company w.e.f. 26 June 2024.

Mr. Mohandeep Singh was appointed as CEO and Whole-time Director of the Company w.e.f. 27 June 2024.

(ii) Mr. Abhishek Mishra was the Company Secretary of Jubilant Industries Limited up to 15 April 2023.

Mr. Abhishek Kamra was appointed as Company Secretary of Jubilant Industries Limited w.e.f. 25 May 2023 on interim basis has stepped down from the position of Company Secretary of Jubilant Industries Limited in consequent to appointment of Mr. Brijesh Kumar as Company Secretary of Jubilant Industries Limited and of the Company w.e.f. 07 August, 2023.

3. Others:

Pace Marketing Specialties Limited Officer's Superannuation Scheme (Trust), Jubilant Bhartia Foundation.

4. Details of related party transactions:

31 March 2023

(₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	**Sale of goods, utilities and services:**				
	Jubilant Ingrevia Limited	181.93	-	-	181.93
		181.93	**-**	**-**	**181.93**
2	**Sale of fixed assets:**				
	Jubilant Ingrevia Limited	134.71	-	-	134.71
		134.71	**-**	**-**	**134.71**
3	**Purchase of goods, utilities and services:**				
	Jubilant Pharmova Limited	33.03	-	-	33.03
	Jubilant Ingrevia Limited	253.23	-	-	253.23
	Jubilant Enpro (P) Limited	0.08	-	-	0.08
		286.34	**-**	**-**	**286.34**
4	**Rent expenses:**				
	Jubilant Pharmova Limited	4.98	-	-	4.98
	Jubilant Ingrevia Limited	5.52	-	-	5.52
		10.50	**-**	**-**	**10.50**
5	**Interest expenses on inter-corporate loan:**				
	Jubilant Enpro (P) Limited	3.14	-	-	3.14
		3.14	**-**	**-**	**3.14**
6	**Transfer out of employee related liabilities on transfer of employees:**				
	Jubilant Ingrevia Limited	0.57	-	-	0.57
	Jubilant Bhartia Foundation	-	-	0.33	0.33
		0.57	**-**	**0.33**	**0.90**

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

31 March 2023

(₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
7	**Remuneration (including perquisites)*:**				
	Manu Ahuja (Whole-time Director)	-	66.17	-	66.17
	Umesh Sharma (Chief Financial Officer)	-	14.93	-	14.93
	Abhishek Mishra (Company Secretary)	-	1.35	-	1.35
		-	**82.45**	**-**	**82.45**
8	**Sitting fees:**				
	Shivpriya Nanda (Director)	-	0.85	-	0.85
	Radhey Shyam Sharma (Director)	-	1.08	-	1.08
	Ravinder Pal Sharma (Director)	-	1.12	-	1.12
		-	**3.05**	**-**	**3.05**
9	**Reimbursement of expenses:**				
	Jubilant HollisterStier LLC, USA	1.23	-	-	1.23
	Jubilant Enpro (P) Limited	2.42	-	-	2.42
		3.65	**-**	**-**	**3.65**
10	**Recovery of expenses:**				
	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	**Contribution towards superannuation fund:**				
	Pace Marketing Specialities Limited Officer's Superannuation Scheme Trust	-	-	0.91	0.91
		-	**-**	**0.91**	**0.91**
12	**CSR expenses**				
	Jubilant Bhartia Foundation	-	-	7.85	7.85
		-	**-**	**7.85**	**7.85**
13	**Inter-corporate loan taken:**				
	Jubilant Enpro (P) Limited	100.00	-	-	100.00
		100.00	**-**	**-**	**100.00**
14	**Repayment of inter-corporate loan taken:**				
	Jubilant Enpro (P) Limited	100.00	-	-	100.00
		100.00	**-**	**-**	**100.00**
15	**Receivable against sale of assets:**				
	Jubilant Ingrevia Limited	10.37	-	-	10.37
		10.37	**-**	**-**	**10.37**
16	**Trade payables:**				
	Jubilant Ingrevia Limited	38.34	-	-	38.34
	Jubilant Pharmova Limited	8.36	-	-	8.36
	Jubilant HollisterStier LLC, USA	9.50	-	-	9.50
	Jubilant Life Sciences (USA) Inc. USA	0.76	-	-	0.76
		56.96	**-**	**-**	**56.96**
17	**Trade receivables:**				
	Jubilant Ingrevia Limited	0.08	-	-	0.08
		0.08	**-**	**-**	**0.08**
18	**Other receivables:**				
	Jubilant Ingrevia Limited	2.35	-	-	2.35
		2.35	**-**	**-**	**2.35**

* Does not include in respect of gratuity and leave encashment since the provision is made on actuarial basis for the Company as a whole.

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

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

39. Contingent Liabilities to the extent not provided for

A) Guarantees:

Outstanding guarantees furnished by banks on behalf of the Group/by the Group including in respect of letters of credit is ₹ 877.69 million.

B) Claims against Group not acknowledged as debt:

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

i)

(₹ in million)

Particulars	Consolidated (Post Scheme)
Sales tax	1.75
Service tax	1.18
GST	0.23
Others (excluding amounts mentioned in note (ii) and (iii) below)	77.76

ii) A civil suit (OS No. 5549/2013) has been filed by Kids Kemp (the lessor) against Food Express Stores and Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of 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 relate to claims for past periods. JACPL 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. JACPL 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 Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of the Company by Shivashakti Builders (the lessor) amounting to ₹ 218.86 million. The matter relates to damages allegedly suffered by the plaintiff due to the termination of a lease arrangement between the parties. JACPL 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 JACPL 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 (Advances ₹ 8.03 million).

b) Other commitments

Export obligation under Advance License Scheme on duty free import of raw materials, remaining outstanding ₹ 1,161.13 million.

41. Leases

(₹ in million)

Particulars	For the year ended 31 March 2023
Lease liabilities at the beginning of the year	53.52
Add: Additions during the year	209.00
Add/(Less): Adjustments on account of extension/termination during the year	(19.25)
Less: Payments on account of lease liabilities during the year	22.52
Lease liabilities at the end of the year	**220.75**

Carrying value of assets

(₹ in million)

Particulars	For the year ended 31 March 2023	
	Land & Buildings	Others
Balance at the beginning of the year	41.89	6.90
Add: Additions during the year	191.40	17.60
Add/(Less): Adjustments on account of extension/termination	(13.82)	(3.41)
Less: Amortization during the year	25.65	4.06
Balance at the end of the year	**193.82**	**17.03**

Maturity analysis of lease liabilities

(₹ in million)

Maturity analysis- contractual undiscounted cash flows	As at 31 March 2023
Less than one year	43.73
One to five years	133.89
More than five years	263.99
Total undiscounted lease liabilities	**441.61**
Current lease liabilities	26.76
Non-current lease liabilities	193.99

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

Amount recognized in Statement of profit and loss

(₹ in million)

Particulars	For the year ended 31 March 2023
Interest on lease liabilities	15.60
Expenses related to short-term leases	25.76
Gain on termination of lease	2.02
Amortization of right of use assets	29.71

Amount recognized in statement of cash flows

(₹ in million)

Particulars	For the year ended 31 March 2023
Total cash outflows for leases	38.12

42. Employee Stock Option Scheme

Jubilant Industries Limited has two Employee Stock Option Scheme namely,

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

Above both Employee Stock Option Scheme, adopted by the Company pursuant to Composite Scheme of Arrangement w.e.f. 01 July 2022.

Scheme 2013:

The Company has adopted "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 a Compensation Committee, comprising of a majority of independent directors. This Committee will be fully empowered to administer the Scheme 2013.

The movement in the stock option under the "Scheme 2013"

Particulars	For the year ended 31 March 2023	
	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	95,343	234.40
Granted during the year	-	-
Expired/Lapsed during the year	-	-
Options forfeited during the year	-	-
Options exercised during the year	-	-
Options outstanding at the end of the year	95,343	234.40

Scheme 2018:

The Company has adopted "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 a Compensation Committee, comprising of a majority of independent directors. This Committee will be fully empowered to administer the Scheme 2018.

The movement in the stock option under the "Scheme 2018"

Particulars	For the year ended 31 March 2023	
	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	94,900	10.00
Granted during the year	13,700	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

The expenses arising from share-based payment transaction recognized in Consolidated Statement of Profit and Loss as part of employee benefit expense ₹ 13.67 million.

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

43. The Group 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 Group 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.

44. Other Statutory Informations

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding Benami property.

(ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Group 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 Group 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) **Micro, small and medium enterprises**

There are no Micro, Small and Medium Enterprises, to whom the Indian entities 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 Group.

(₹ in million)

Particulars	**As at 31 March 2023**
The principal amount remaining unpaid to any supplier as at the end of the year	181.28
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 Group 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	-

(viii) 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:

As at 31 March 2023: **(₹ in million)**

Name of struck off company	**Nature of transactions**	**Amount of transactions**	**Balance outstanding**	**Relationship with struck off**
Tube Trading Private Limited	Payable	-	0.71	External Vendor

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(ix) 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)

Description	As at 31 March 2023
Amount required to be spent by the Group during the year	7.85
Amount of expenditure incurred	7.85
Shortfall at the end of the year	-
Total of previous years shortfall	-
Reason for shortfall	-
Nature of CSR activities	Health, Education & Livelihood
Details of related party transactions*	7.85

* The Group has established a Trust for CSR activities namely, Jubilant Bhartia Foundation and the Group contribute their amounts to the same.

45. Auditors remuneration:

(₹ in million)

	For the year ended 31 March 2023
Audit fee	1.07
Limited review	1.02
Other certifications	1.40
Out of pocket expenses	0.39
Total	**3.88**

46. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

Name of the enterprise	Net Assets i.e. Total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of consolidated profit or (loss)	Amount (₹ in million)
Parent				
Jubilant Agri and Consumer Products Limited	99.69	2,021.38	102.63	602.38
Subsidiaries				
Foreign				
Jubilant Industries Inc. USA	4.11	83.34	1.12	6.56
Total eliminations	(3.80)	(76.96)	(3.74)	(22.00)
Total	**100.00**	**2,027.76**	**100.00**	**586.94**

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Notes to the consolidated financial statements for the year ended 31 March 2023
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

47. Earnings per share (EPS)

Particulars		For the year ended 31 March 2023
I Profit computation for basic & diluted earnings per share of ₹ 10/- each		
Net profit as per Consolidated Statement of Profit & Loss from continuing operations available for equity shareholders	₹ in million	484.05
Net profit as per Consolidated Statement of Profit & Loss from discontinued operations available for equity shareholders	₹ in million	102.89
Net profit as per Consolidated Statement of Profit & Loss from continuing and discontinued operations available for equity shareholders	₹ in million	586.94
II Weighted average number of equity shares for earnings per share		
(A) For basic earnings per share*	Nos	1,27,08,942
(B) For diluted earnings per share:		
No of shares for Basic EPS as per II (A)	Nos	1,27,08,942
Add: Weighted average outstanding options related to employee stock options	Nos	1,49,334
No of shares for diluted earnings per share	Nos	1,28,58,276
III Earnings per equity share of ₹ 10 each from continuing operations:		
Basic	₹	38.09
Diluted	₹	37.65
Earnings per equity share of ₹ 10 each from discontinued operations:		
Basic	₹	8.09
Diluted	₹	8.00
Earnings per equity share of ₹ 10 each from continuing and discontinued operations:		
Basic	₹	46.18
Diluted	₹	45.65

*

Particulars	For the year ended 31 March 2023
Post Scheme: from 01/04/2022 to 30/06/2022 56,08,552 shares and from 01/07/2022 to 31/03/2023 1,50,67,101 shares (56,08,552/365*91 + 1,50,67,101/365*274)	1,27,08,942
Weighted average number of equity shares	**1,27,08,942**

48. Previous year figures have been re-grouped and re-arranged wherever necessary to conform current year's classification.

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

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

BGJC & Associates LLP New Delhi Chartered Accountants

Place: New Delhi
Date: 04, November, 2024

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Brijesh Kumar
Company Secretary
Membership No.A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Chairman
DIN: 00020603

Jubilant Agri & Consumer Products Limited

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: Gurugram
Date: 04 November, 2024

Independent Auditor's Examination Report on the Compilation of Consolidated Special Purpose Financial Statements to be included in the Information Memorandum ('IM') in connection with proposed Listing of equity shares by Jubilant Agri and Consumer Products Limited ('the Company')

To the Board of Directors of Jubilant Agri and Consumer Products Limited

1. We have completed our assurance engagement to report on the compilation of Consolidated Special Purpose Financial Statements of Jubilant Agri and Consumer Products Limited ('the Company) and group Companies which are going to be under common control of the Company on the basis of the Composite Scheme of Amalgamation and Arrangement as approved by the National Company Law Tribunal, Allahabad Bench, compiled by Management of the Company. The Consolidated Special Purpose Financial Statements consists of the Consolidated Special purpose Balance Sheet as at March 31, 2024, the Consolidated Special purpose Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Special purpose Statement of Changes in Equity and Consolidated Special purpose Statement of Cash Flows for the year then ended, and notes to the Consolidated Special purpose Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Special Purpose Financial Statements").

2. As part of this process, the Consolidated Special Purpose Financial Statements have been compiled on the basis of the audited consolidated special purpose financial statements of the respective entities in the Group which have been prepared in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India. The consolidated special purpose financial statements of all the entities included in the Consolidated Special Purpose Financial Statements were approved by the respective Board of Directors.

The Management of the Company's Responsibility for the Consolidated Special Purpose Financial Statements

3. The Management of the Company is responsible for compiling the Consolidated Special Purpose Financial Statements and the same have been approved by the Board of Directors of the Company. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Consolidated Special Purpose Financial Statements in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India, that is free from material misstatement, whether due to fraud or error. The Management of the Company is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Consolidated Special Purpose Financial Statements.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, as required by SEBI (ICDR) Regulations 2018 (as amended), about whether the Consolidated Special Purpose Financial Statements have been compiled, in all material respects, by the management of the Company in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

5. We conducted our engagement in accordance with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management of the Company has compiled, in all material

BGJC & Associates LLP, New Delhi, Chartered Accountants respects, Consolidated Special Purpose Financial Statements in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial Information used in compiling the Consolidated Special Purpose Financial Statements. For this engagement, we have placed reliance on consolidated special purpose financial statements as referred to in paragraph 2 above.

7. A reasonable assurance engagement to report on whether the Consolidated Special Purpose Financial Statements has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management of the Company in the compilation of the Consolidated Special Purpose Financial Statements provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

    - The related adjustments give appropriate effect to those criteria; and
    - The Consolidated Special Purpose Financial Statements reflects the proper application of those adjustments to the unadjusted financial Information.

8. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Consolidated Special Purpose Financial Statements has been compiled, and other relevant engagement circumstances.

Opinion

9. In our opinion, the accompanying Consolidated Special Purpose Financial Statements of Jubilant Agri and Consumer Products Limited and its group Companies which are going to be under common control of the Company (the Company and its group Companies which are going to be under common control of the Company together referred to as "the Group"), which comprise the Consolidated Special purpose Balance Sheet as at March 31, 2024, the Consolidated Special purpose Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Special purpose Statement of Changes in Equity and Consolidated Special purpose Statement of Cash Flows for the period April 01, 2023 to March 31, 2024 and notes to the Consolidated Special Purpose Financial Statements, including a summary of significant accounting policies and other explanatory Information, have been compiled, in all material respects, on the basis of the audited consolidated special purpose financial statements of the respective entities in the Group as per the Composite Scheme of Amalgamation and Arrangement as approved by the National Company Law Tribunal, Allahabad Bench, which have been prepared in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

Restrictions on Use

10. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by us.

11. Our report is intended solely for use of Board of Directors for inclusion in IM to be filed with the Securities Exchange Board of India, BSE Limited and National Stock Exchange of India in connection with the

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proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **BGJC & Associates LLP**
Chartered Accountants
Firm's Registration No.: 003304N/N00056

Pranav Jain

Pranav Jain
Partner
Membership No. 098308

BGJC & Associates LLP
New Delhi
Chartered Accountants

UDIN: 24098308BKCQKT6986

Place: New Delhi
Date: November 04, 2024

Consolidated Balance Sheet as at 31 March 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(₹ in million)

	Notes	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,707.13	1,684.92
Capital work-in-progress	4	46.14	48.23
Other intangible assets	5	7.61	13.24
Financial assets			
(i) Loans	6	0.86	0.97
(ii) Other financial assets	7	13.86	13.76
Deferred tax assets (net)	8	25.20	118.75
Other non-current assets	9	26.18	31.55
Total non-current assets		**1,826.98**	**1,911.42**
Current assets			
Inventories	10	2,351.20	1,873.50
Financial assets			
(i) Investments	11	0.84	0.47
(ii) Trade receivables	12	2,461.10	2,570.47
(iii) Cash and cash equivalents	13 (a)	152.08	52.90
(iv) Bank balances other than (iii) above	13 (b)	1.71	1.50
(v) Loans	6	0.59	0.92
(vi) Other financial assets	7	6.47	16.41
Current tax assets (net)		52.27	2.93
Other current assets	9	595.69	356.31
Total current assets		**5,621.95**	**4,875.41**
Assets classified as held for sale	3	0.43	0.46
Total Assets		**7,449.36**	**6,787.29**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	-	-
Shares pending issuance	30	150.67	150.67
Other equity	14 (a)	2,202.05	1,877.09
Total equity		**2,352.72**	**2,027.76**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	15 (a)	119.76	236.15
(ia) Lease liabilities	15 (b)	171.32	193.99
(ii) Other financial liabilities	16	79.18	67.37
Provisions	17	119.64	127.51
Total non-current liabilities		**489.90**	**625.02**
Current liabilities			
Financial liabilities			
(i) Borrowings	15 (c)	1,314.85	1,461.10
(ia) Lease liabilities	15 (d)	14.27	26.76
(ii) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	18	177.45	181.28
Total outstanding dues of creditors other than micro enterprises and small enterprises	18	1,715.01	1,564.39
(iii) Other financial liabilities	16	894.12	628.01
Other current liabilities	19	410.57	207.48
Provisions	17	74.40	56.54
Current tax liabilities (net)		6.07	8.95
Total current liabilities		**4,606.74**	**4,134.51**
Total Equity and Liabilities		**7,449.36**	**6,787.29**
Corporate information and material accounting policies	1 & 2		
Notes to the consolidated financial statements	3 to 48		

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

In terms of our report of even date.

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

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Pranav Jain	**Brijesh Kumar**	**Umesh Sharma**	**Priyavrat Bhartia**
Partner	Company Secretary	Chief Financial Officer	Director
Membership No. 098308	Membership No. A36070		DIN: 00020603
			Mohandeep Singh
			CEO & Whole-time Director
			DIN: 10661432

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri & Consumer Products Limited

Place : New Delhi
Date : 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Statement of Profit and Loss for the year ended 31 March 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(₹ in million)

	Notes	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Continuing operations			
Revenue from operations	20	12,532.63	14,670.78
Other Income	21	14.19	28.97
Total income		**12,546.82**	**14,699.75**
EXPENSES			
Cost of materials consumed	22	6,862.24	9,484.55
Purchases of stock-in-trade	23	325.08	256.67
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(90.71)	(183.64)
Employee benefits expense	25	1,298.03	1,062.71
Finance costs	26	196.35	193.97
Depreciation & amortization expense	27	150.47	142.06
Other expenses	28	3,065.84	3,037.93
Total expenses		**11,807.30**	**13,994.25**
Profit before exceptional items and tax from continuing operations		**739.52**	**705.50**
Exceptional items		334.82	-
Profit before tax from continuing operations		**404.70**	**705.50**
Tax Expenses:	29		
- Current Tax		3.31	8.25
- Deferred tax charge		94.61	213.20
Net profit for the year from continuing operations		**306.78**	**484.05**
Discontinued operations			
Profit for the year from discontinued operations before tax	31	(9.59)	109.38
Tax expenses of discontinued operations		-	6.49
Net (loss)/profit for the year from discontinued operations		**(9.59)**	**102.89**
Net profit for the year from continuing operations and discontinued operations		**297.19**	**586.94**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss:			
Changes in fair value of investments which are classified at fair value through OCI		0.37	-
Re-measurement (loss)/gain on defined benefit plans		(4.66)	0.43
Income tax (credit)/charge relating to items that will not be reclassified to profit or loss	29	(1.09)	0.11
Items that will be reclassified to profit or loss and its related income tax effects (Net of income tax)			
Exchange differences in translating the financial statements of foreign operations		0.18	(2.44)
Cash flow hedge reserve		0.11	(0.25)
Income tax charge/(credit) relating to items that will be reclassified to profit or loss	29	0.03	(0.06)
Other comprehensive loss for the year (net of tax)		**(2.94)**	**(2.31)**
Total comprehensive income for the year		**294.25**	**584.63**
Profit is attributable to:			
Owners of the Company		297.19	586.94
Non-controlling interests		-	-
		297.19	**586.94**
Other comprehensive income/(loss) is attributable to:			
Owners of the Company		(2.94)	(2.31)
Non-controlling interests		-	-
		(2.94)	**(2.31)**
Total comprehensive income is attributable to:			
Owners of the Company		294.25	584.63
Non-controlling interests		-	-
		294.25	**584.63**
Earnings per equity share of ₹ 10 each:	47		
From continuing operations			
Basic	₹	20.36	38.09
Diluted	₹	20.12	37.65
From discontinued operations			
Basic	₹	(0.64)	8.09
Diluted	₹	(0.64)	8.00
From continuing operations and discontinued operations			
Basic	₹	19.72	46.18
Diluted	₹	19.48	45.65
Corporate information and material accounting policies	1 & 2		
Notes to the consolidated financial statements	3 to 48		

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

In terms of our report of even date.

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

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Pranav Jain
Partner
Membership No. 098308

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri & Consumer Products Limited

Place : New Delhi
Date : 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Consolidated Statement of Changes in Equity for the year ended 31 March 2024
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

A. Equity share capital

(₹ in million)

Balance as at 01 April 2022	**56.09**
Shares to be cancelled pursuant to Composite Scheme of Arrangement (Refer Note 30)	(56.09)
Shares to be issued pursuant to Composite Scheme of Arrangement (Refer Note 30)	150.67
Balance as at 31 March 2023	**150.67**
Changes in the equity share capital during the year	-
Balance as at 31 March 2024	**150.67**

B. Other Equity

(₹ in million)

	Attributable to owners of the Company										Attributable to non-controlling interest	Total
	Capital reserve	Securities premium	General reserve	Share based expense reserve*	Retained earnings	Items of other Comprehensive Income				Total attributable to owners of the Company		
						Equity instruments through OCI	Re-measurement of defined benefit plans	Cash hedge reserve	Foreign currency translation reserve			
As at 01 April 2022 (Standalone-Pre Scheme)	-	**880.47**	-	**19.91**	**522.26**	**0.30**	**(4.85)**	-	-	**1,418.09**	-	**1,418.09**
Profit for the year	-	-	-	-	586.94	-	-	-	-	586.94	-	586.94
Other comprehensive income/(loss)	-	-	-	-	-	-	0.32	(0.19)	(2.44)	(2.31)	-	(2.31)
Total comprehensive income/(loss) for the year	-	-	-	-	**586.94**	-	**0.32**	**(0.19)**	**(2.44)**	**584.63**	-	**584.63**
Employee share based expense	-	-	-	13.67	-	-	-	-	-	13.67	-	13.67
Amount transferred pursuant to Composite Scheme of Arrangement (Refer note 30)	48.85	1,225.42	200.31	12.09	1,333.33	-	0.02	-	-	2,820.02	-	2,820.02
Amount reversed/adjusted pursuant to Composite Scheme of Arrangement (Refer note 30)	(48.85)	(880.47)	-	(22.95)	(2,030.87)	-	-	-	-	(2,983.14)	-	(2,983.14)
Impact of consolidation as at 01 July 2022 (Refer note 30)	-	-	-	-	14.18	-	-	-	9.64	23.82	-	23.82
As at 31 March 2023 (Consolidated-Post Scheme)	-	**1,225.42**	**200.31**	**22.72**	**425.84**	**0.30**	**(4.51)**	**(0.19)**	**7.20**	**1,877.09**		**1,877.09**
Profit for the year	-	-	-	-	297.19	-	-	-	-	297.19	-	297.19
Other comprehensive income/(loss)	-	-	-	-	-	0.37	(3.57)	0.08	0.18	(2.94)	-	(2.94)
Total comprehensive income/(loss) for the year	-	-	-	-	**297.19**	**0.37**	**(3.57)**	**0.08**	**0.18**	**294.25**	-	**294.25**
Employee share based expense	-	-	-	30.71	-	-	-	-	-	30.71	-	30.71
As at 31 March 2024 (Consolidated-Post Scheme)	-	**1,225.42**	**200.31**	**53.43**	**723.03**	**0.67**	**(8.08)**	**(0.11)**	**7.38**	**2,202.05**	-	**2,202.05**

* Refer note 42.

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 expense reserve**

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

- **Equity instrument through OCI**

The Group 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 Group transfers amount therefrom to retained earnings when the relevant securities are derecognized.

- **Re-measurement of defined benefit plans**

Re-measurement of defined benefit plans comprises actuarial gains and losses and return on plan assets.

- **Cash hedge reserve**

The Group uses hedging instruments as part of its management of related foreign currency risk. For hedging related foreign currency risk, the Group 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 Consolidated 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 operations 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 Group dispose or partially dispose off its interest in a foreign operation through sale, liquidation, repayment of share capital or abandonment of all, or part of, that entity.

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The accompanying notes "1" to "48" form an integral part of the consolidated financial statements.

In terms of our report of even date.
For BGJC & Associates LLP
Chartered Accountants
Firm's Registration Number : 003304N/N500056

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

BGJC & Associates LLP ★ New Delhi ★ Chartered Accountants

Pranav Jain
Partner
Membership No. 098308

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Jubilant Agri & Consumer Products Limited ★

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: New Delhi
Date: 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Statement of Cash Flows for the year ended 31 March 2024

(₹ in million)

		For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
A.	**Cash flow from operating activities:**		
	Net profit/(loss) before tax		
	Continuing operations	404.70	705.50
	Discontinued operations	(9.59)	109.38
	Adjustments for:		
	Depreciation & amortization expense	150.48	142.10
	Loss/(Gain) on sale/disposal/discard/impairment of property, plant and equipment (net)	1.77	(119.71)
	Finance costs	196.35	193.97
	Employee share-based payment expense	30.71	13.67
	Unrealized (gain)/loss on foreign exchange (net)	(1.13)	0.90
	Gain on termination of lease	(0.60)	(2.02)
	Property, plant and equipment written off	20.66	26.55
	Interest income	(0.70)	(6.75)
		397.54	248.71
	Operating cash flow before working capital changes	**792.65**	**1,063.59**
	Adjustments for:		
	Increase in trade receivables, loans, other financial assets and other assets	(137.11)	(540.93)
	(Increase)/Decrease in inventories	(477.70)	473.32
	Increase/(Decrease) in trade payables, other financial liabilities, other liabilities and provisions	633.61	(826.39)
	Cash generated from operations	**811.45**	**169.59**
	Direct taxes (paid)/refund (net)	(55.35)	(1.26)
	Net cash generated from operating activities	**756.10**	**168.33**
B.	**Cash flow from investing activities:**		
	Purchases of property, plant and equipment and other intangible assets	(199.19)	(197.69)
	Sale of property, plant and equipment	11.07	9.12
	Interest received	1.27	6.37
	Movement in other bank balances	-	0.09
	Net cash used in investing activities	**(186.85)**	**(182.11)**
C.	**Cash flow arising from financing activities:**		
	Proceeds from long term borrowings (Refer note 36)	170.00	199.50
	Repayment of long term borrowings (Refer note 36)	(295.66)	(582.20)
	Payment of lease obligation	(43.39)	(38.12)
	(Repayment) of /Proceeds from short term borrowings (net) (Refer note 36)	(137.24)	616.67
	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)
	Finance costs paid	(163.96)	(179.05)
	Net cash (outflow)/inflow in course of financing activities	**(470.25)**	**14.60**
D.	**Effect of exchange rate changes**		
	Exchange difference in translating the financial statements	**0.18**	**(2.44)**
	Net decrease in cash & cash equivalents (A+B+C+D)	99.18	(1.62)
	Add: Amount transferred pursuant to Composite Scheme of Arrangement (Refer note 30)	-	43.34
	Add: Cash & cash equivalents at the beginning of the year	52.90	11.18
	Cash & cash equivalents at the end of the year	**152.08**	**52.90**

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

(₹ in million)

	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Components of cash and cash equivalents		
Balance With Banks		
- On current accounts	152.06	45.92
- On fixed deposits with original maturity of 3 months or less	-	6.97
Cash on hand	0.02	0.01
	152.08	**52.90**

Notes:

i) Consolidated 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 and capital advances/payables during the year.

In terms of our report of even date.

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

Pranav Jain
Partner
Membership No. 098308

Brijesh Sharma
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

For and on behalf of the board
Jubilant Agri and Consumer Products Limited

Priyavrat Bhartia
Chairman
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: New Delhi
Date : 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Notes to the consolidated financial statements for the year ended 31 March 2024
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

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 consolidated financial statements of the Company as at and for the year ended on 31 March 2024 comprise the Company and its subsidiary (together referred to as "the Group"). Presently, the Group is engaged in the business of manufacturing and sale of agri, industrial polymers and consumer products. The Group caters to both domestic and international markets. The registered office of the Company is situated at Bhartiagram, Gajraula District Amroha-244 223.

2. Material accounting policies

This note provides material accounting policies adopted and applied in the preparation of these consolidated 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 consolidated 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 C of the proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12th August, 2022.

(iii) Historical cost convention

The consolidated 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) Principles of consolidation

The consolidated financial statements comprises the financial statement of the Company and its subsidiary as at 31 March 2024. Subsidiaries are those entities in which the parent directly or indirectly has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities.

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Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The details of the consolidated entities are as follows:

Sr. No.	Name	Country of Incorporation	Name of the Parent	Percentage of ownership
1	Jubilant Industries Inc. USA	United States of America	Jubilant Agri and Consumer Products Ltd.	100%

(c) Consolidation procedure

The financial statements of the subsidiaries are combined on a line-by–line basis by adding together the like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with IND AS 110 –'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time. The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.

(d) Business combinations

Business combinations (other than common control business combinations) are accounted for using the purchase (acquisitions) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expenses as incurred.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in the other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in the consolidated financial statements of the Group in the same form in which they appeared in the financial statement of the acquired entity. The differences, if any, between

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the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

(e) Current versus non-current classification

The Group 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 Group 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.

The Group 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. Each entity of the Group has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

(f) 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 Group and the cost of the item can be measured reliably. The carrying

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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 Consolidated 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

For Indian entities, 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
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 land, which qualify as finance lease is amortised over the lease period on straight line basis.

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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 Consolidated Statement of Profit and Loss.

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

Discontinued operations is a component of the Group 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 Consolidated Statement of Profit and Loss.
Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated or amortised.

(h) 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 Group'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 Group 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

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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.

(i) 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 Group 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 amortisation is included in other income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated 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.

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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 Consolidated 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 Group 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 Consolidated 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. Equity Instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOVI, 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 Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group 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 Consolidated Statement of Profit and Loss.

Impairment of Financial assets

The Group 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

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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 Consolidated Statement of Profit and Loss.

De-recognition

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

- The rights to receive cash flows from the asset have expired, or
- The Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Consolidated 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 Consolidated Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Consolidated 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 Consolidated Statements of Profit and Loss.

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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.

The Group 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 Group 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 Group 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 Group designate 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.

Derivatives that are not designated as hedges

The Group 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 the Consolidated Balance Sheet when, and only when, the Group 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.

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(j) 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.

(k) 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.

(l) Provisions

A provision is recognised if, as a result of a past event, the Group 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.

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(m) 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 Group. 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.

(n) Revenue recognition

The Group's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of Group'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 Group 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 Group 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.

In case of revenue arrangements with tie up units, the group has concluded that it is acting as an agent in all such revenue arrangements since the group is not the primary obligor in all such revenue arrangements and has no pricing latitude and is not exposed to inventory and credit risks. Group 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.

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.

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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.

(o) 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 Group 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 (applicable for Indian entities of the Group), 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 Group is funded with Life Insurance Corporation of India.

b) Superannuation

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

c) Provident Fund

(i) The Group 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 Group 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 Group's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be

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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) Group's contribution to the provident fund is charged to Consolidated Statement of Profit and Loss.

d) Foreign subsidiary make contribution to various social security plans and insurance schemes as per local requirements and generally accepted practices in its country of incorporation. Such contributions are charged to Consolidated Statement of Profit and Loss on accrual basis in the year in which liability to pay arise.

(iii) Other long-term employee benefits:

Compensated absences

As per the Group'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 Group'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 Consolidated 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 Consolidated 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

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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 Consolidated 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 Consolidated 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).

(p) Share based payments

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Group 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.

(q) 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 Consolidated 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.

(r) Income tax

Income tax expense comprises current and deferred tax. It is recognised in Consolidated 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.

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- **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 Group 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 Group 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 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 Group 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.

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(s) Leases

The Group 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.

Group as a lessee

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

The Group 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 Group 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 Group 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 Group 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 Group 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.

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(t) 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 Parent 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.

(u) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is also the Parent company's functional currency.

(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 Consolidated Statement of Profit and Loss.

(iii) Group companies

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 openinq 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.

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 Consolidated 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.

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(v) 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 Group will comply all attached conditions.

Government grants relating to income are deferred and recognised in the Consolidated 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 Consolidated Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

(w) Earnings per share

(i) Basic earnings per share

Basic earnings per share, is calculated by dividing:

- the profit attributable to owners of the Group
- 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.

(x) 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).

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The Group 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 Group 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 Group 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.

(y) Critical estimates and judgements

The preparation of Consolidated 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 Consolidated 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(h) and 2(i).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(f).
- Estimation of assets and obligations relating to employee benefits- Note 32.
- Share-based payments- Note 42.
- Valuation of inventories- Note 2(j).
- Recognition of revenue and related accruals- Note 2(n).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 39.
- Lease classification- Note 41.
- Fair value measurements Note 2(x).

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3. Property, plant and equipment

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION/AMORTISATION/IMPAIRMENT					NET BLOCK
	Total As at 01 April 2023 (Post Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 01 April 2023 (Post Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 31 March 2024 (Post Scheme)
Land											
(a) Freehold	59.87	-	-	-	59.87	-	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	-	18.15	2.05	-	0.31	-	2.36	15.79
Buildings											
(a) Factory	302.68	-	20.50	-	323.18	87.09	-	13.15	-	100.24	222.94
(b) Others	45.89	-	1.15	-	47.04	4.81	-	0.83	-	5.64	41.40
Plant & machineries	1,606.46	-	166.41	38.04	1,734.83	490.14	-	85.43	15.15	560.42	1,174.41
Furniture & fixtures	8.64	-	3.31	-	11.95	3.46	-	0.68	-	4.14	7.81
Office equipments	49.38	-	5.90	0.89	54.39	29.45	-	8.68	0.66	37.47	16.92
Right of use assets	260.09	-	2.20	54.19	208.10	49.24	-	34.78	43.91	40.11	167.99
TOTAL	**2,351.16**	**-**	**199.47**	**93.12**	**2,457.51**	**666.24**	**-**	**143.86**	**59.72**	**750.38**	**1,707.13**
Less: Depreciation/Amortization related to discontinued operations								0.01			
Depreciation/Amortization related to continuing operations								**143.85**			

Notes:

(i)Assets classified as held for sale ₹ 0.43 million (Previous Year: ₹ 0.46 million).

(ii) Property, plant and equipment of the Company are charged in favour of bankers for term loan. (Refer note 15)

(iii) During the current financial year and previous financial year, no borrowing cost has been capitalized on property, plant and equipment.

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION/AMORTISATION/IMPAIRMENT					NET BLOCK
	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 31 March 2023 (Post Scheme)
Land											
(a) Freehold	59.87	-	-	-	59.87	-	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	-	18.15	1.74	-	0.31	-	2.05	16.10
Buildings											
(a) Factory	283.08	-	21.52	1.92	302.68	74.37	-	13.16	0.44	87.09	215.59
(b) Others	47.75	-	1.27	3.13	45.89	4.60	-	0.80	0.59	4.81	41.08
Plant & machineries	1,542.68	-	104.27	40.49	1,606.46	425.15	-	83.61	18.62	490.14	1,116.32
Furniture & fixtures	4.99	0.05	4.43	0.83	8.64	3.51	0.02	0.56	0.63	3.46	5.18
Office equipments	48.82	0.44	9.75	9.63	49.38	28.71	0.34	7.97	7.57	29.45	19.93
Right of use assets	92.63	-	209.00	41.54	260.09	43.84	-	29.71	24.31	49.24	210.85
TOTAL	**2,097.97**	**0.49**	**350.24**	**97.54**	**2,351.16**	**581.92**	**0.36**	**136.12**	**52.16**	**666.24**	**1,684.92**
Less: Depreciation/Amortization related to discontinued operations								0.03			
Depreciation/Amortization related to continuing operations								**136.09**			

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Notes to the consolidated financial statements for the year ended 31 March 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

4. Capital work-in-progress

(₹ in million)

	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Balance at the beginning	48.23	4.17
Additions during the year	195.18	185.30
Capitalized during the year	197.27	141.24
Balance at the end	**46.14**	**48.23**

4.1 Ageing of Capital work-in-progress

As at 31 March 2024 (Post Scheme)

(₹ in million)

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	45.80	0.34	-	-	46.14
Projects temporarily suspended	-	-	-	-	-
Total	**45.80**	**0.34**	-	-	**46.14**

As at 31 March 2023 (Post Scheme)

(₹ in million)

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	48.23	-	-	-	48.23
Projects temporarily suspended	-	-	-	-	-
Total	**48.23**	-	-	-	**48.23**

4.2 Expected completion schedule of capital work-in-progress where cost or time overrun has exceeded original plan

As at 31 March 2024 (Post Scheme)

(₹ in million)

Description	To be completed			
	Up to 1 year	1-2 years	2-3 years	More than 3 years
CP3493 - To procure required equipments for new project anaerobic adhesive	0.53	-	-	-
VS3426 - installation of batch reactor to meet business demand	13.73	-	-	-
VS3443 -Procurement of new Stripper for our 5KL reactor along with accessories	2.38			
VS3434 -New R & D building with infrastructure development	0.53			
VS3475 - Installation of refrigerated container for storage of 2VP drums	0.30			
VS3477 - BIS 11356 Registration -SBR Latex	2.14			
Projects temporarily suspended	-	-	-	-

As at 31 March 2023 (Post Scheme)

(₹ in million)

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	-	-	-
AK3438-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 Kapasan Quality Lab	1.32	-	-	-
Projects temporarily suspended	-	-	-	-

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Notes to the consolidated financial statements for the year ended 31 March 2024
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

5. Other intangible assets

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION / AMORTISATION/IMPAIRMENT					NET BLOCK
	Total As at 01 April 2023 (Post Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 01 April 2023 (Post Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 31 March 2024 (Post Scheme)
Software	7.61	-	0.99	-	8.60	2.84	-	1.35	-	4.19	4.41
License	26.28	-	-	-	26.28	17.81	-	5.27	-	23.08	3.20
TOTAL	**33.89**	**-**	**0.99**	**-**	**34.88**	**20.65**	**-**	**6.62**	**-**	**27.27**	**7.61**

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION / AMORTISATION/IMPAIRMENT					NET BLOCK
	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 01 April 2022 (Pre Scheme)	Additions pursuant to Composite Scheme of Arrangement (Refer note 30)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2023 (Post Scheme)	Total As at 31 March 2023 (Post Scheme)
Software	2.48	-	5.13	-	7.61	2.12	-	0.72	-	2.84	4.77
License	26.28	-	-	-	26.28	12.56	-	5.25	-	17.81	8.47
TOTAL	**28.76**	**-**	**5.13**	**-**	**33.89**	**14.68**	**-**	**5.97**	**-**	**20.65**	**13.24**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2024 (Post Scheme)		As at 31 March 2023 (Post Scheme)	
		Non-current	Current	Non-current	Current
6.	**Loans**				
	Loan receivable considered good - Unsecured:				
	- Loan to employees	0.86	0.59	0.97	0.92
	Total loans	**0.86**	**0.59**	**0.97**	**0.92**
7.	**Other financial assets**				
	Interest accrued	-	0.69	-	0.86
	Security deposits	13.57	3.43	13.47	2.83
	Recoverable from related parties (Refer note 38)	-	2.35	-	12.72
	Others	0.29	-	0.29	-
	Total other financial assets	**13.86**	**6.47**	**13.76**	**16.41**

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 Group'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	Unabsorbed depreciation	Others	Total
As at 01 April 2022 Standalone (Pre Scheme)	**34.59**	**26.93**	**354.23**	**2.38**	**418.13**
- transferred pursuant to Scheme	0.02	-	-	-	0.02
Charged/(Credited)					
- to consolidated statement of profit and loss	(0.75)	4.31	207.97	(8.24)	203.29
- to other comprehensive income	-	-	-	0.05	0.05
As at 31 March 2023 Consolidated (Post Scheme)	**35.36**	**22.62**	**146.26**	**10.57**	**214.81**
Charged/(Credited)					
- to consolidated statement of profit and loss	2.27	(4.42)	85.96	7.52	91.33
- to other comprehensive income	(1.12)	-	-	0.06	(1.06)
As at 31 March 2024 Consolidated (Post Scheme)	**34.21**	**27.04**	**60.30**	**2.99**	**124.54**

Deferred tax liabilities:

(₹ in million)

	Depreciation, amortization and other temporary differences	Total
As at 01 April 2022 Standalone (Pre Scheme)	**79.66**	**79.66**
Charged/(Credited)		
- to consolidated statement of profit and loss	16.40	16.40
- to other comprehensive income	-	-
As at 31 March 2023 Consolidated (Post Scheme)	**96.06**	**96.06**
Charged/(Credited)		
- to consolidated statement of profit and loss	3.28	3.28
- to other comprehensive income	-	-
As at 31 March 2024 Consolidated (Post Scheme)	**99.34**	**99.34**

Net deferred tax assets:

(₹ in million)

Particulars	**As at 31 March 2024 (Post Scheme)**	**As at 31 March 2023 (Post Scheme)**
Deferred tax assets	124.54	214.81
Deferred tax liabilities	99.34	96.06
Deferred tax assets (net)	**25.20**	**118.75**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

Reconciliation of deferred tax assets (net):

(₹ in million)

Particulars	**As at 31 March 2024 (Post Scheme)**	**As at 31 March 2023 (Post Scheme)**
Balance as at the commencement of the year	118.75	338.47
Transferred pursuant to Composite Scheme of Arrangement	-	0.02
Expense/(Credit) recognized in profit and loss during the year	94.61	219.69
Expense/(Credit) recognized in other comprehensive income during the year	(1.06)	0.05
Balance as at the end of the year	**25.20**	**118.75**

Expiry period of carried forward tax losses:

Group has unabsorbed depreciation amounting to ₹ 239.57 million (Previous Year: ₹ 581.13 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 2024 (Post Scheme)		**As at 31 March 2023 (Post Scheme)**	
	Non-current	**Current**	**Non-current**	**Current**
9. Other assets				
Advance to suppliers	-	37.07	-	41.89
Capital advances	2.76	-	8.03	-
Security deposits	17.07	-	18.27	-
Prepaid expenses	6.35	31.89	5.25	30.81
Advances to employees	-	8.70	-	4.09
Recoverable from/balance with government authorities	-	502.12	-	273.63
Others	-	15.91	-	5.89
Total other assets	**26.18**	**595.69**	**31.55**	**356.31**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
10.	**Inventories**		
	Raw materials	994.25	627.38
	[including goods-in-transit ₹ 287.83 million (Previous Year: ₹ 216.86 million)]		
	Work-in-progress	405.42	333.70
	Finished goods	732.21	737.67
	Stock-in-trade	76.39	49.08
	Stores and spares	80.20	62.90
	Fuel and packing materials	62.73	62.77
	Total inventories	**2,351.20**	**1,873.50**
	Notes:		
(i)	For valuation of inventories refer note 2(j).		
(ii)	Inventories of the Company are pledged as security for borrowings taken from banks. (Refer note 15)		
11.	**Current investments**		
I.	**Quoted investment in equity shares (at fair value through other comprehensive income)**		
	448 (Previous Year: 448) equity shares of ₹ 10 each		
	Voith Paper Fabrics India Limited	0.84	0.47
II.	**Unquoted investment in equity shares (at cost)**		
	530 (Previous Year: 530) equity shares of ₹ 10 each		
	Minerva Holding Limited*	-	-
	132 (Previous Year: 132) equity shares of ₹ 10 each		
	Kashipur Holdings Limited*	-	-
	Total current investments	**0.84**	**0.47**

* Shares were received free of cost under the Scheme of Arrangement (1997) approved by the Hon'ble High Court of Allahabad.

11.1 Additional information

(₹ in million)

	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Aggregate amount of quoted investments	0.08	0.08
Market value of quoted investments	0.84	0.47
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	-	-

(₹ in million)

		As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
12.	**Trade receivables**		
	(Current)		
	Trade receivable considered good - Unsecured	2,461.10	2,570.47
	Trade receivable-credit impaired	42.83	39.63
		2,503.93	**2,610.10**
	Less: Allowance for expected credit loss	42.83	39.63
	Total receivables	**2,461.10**	**2,570.47**

12.1 Trade receivable includes subsidy receivable ₹ 607.59 million (Previous Year: ₹ 1,110.12 million).

12.2 Refer note 34 for ageing of trade receivables.

(₹ in million)

		As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
13(a).	**Cash and cash equivalents**		
	Balance With Banks		
	- On current accounts	152.06	45.92
	- On fixed deposits with original maturity of 3 months or less	-	6.97
	Cash on hand	0.02	0.01
	Total cash and cash equivalents	**152.08**	**52.90**
13(b).	**Bank balances other than cash and cash equivalents**		
	Margin money with bank*	1.71	1.50
	Total bank balances other than cash and cash equivalents	**1.71**	**1.50**

* For bank guarantees in favour of government authorities.

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
14.	**Equity share capital**		
	Authorized		
	7,79,77,617 (Previous Year: 7,79,77,617) equity shares of ₹ 10 each	779.78	779,78
		779.78	**779,78**
	Issued, subscribed and paid-up		
	Nil (Previous Year: Nil) equity shares of ₹ 10 each	-	-
	Total equity share capital	-	-

14.1 Movement in equity share capital:

	As at 31 March 2024 (Post Scheme)		As at 31 March 2023 (Post Scheme)	
	No. of shares	₹ in million	No. of shares	₹ in million
At the commencement of the year	1,50,67,101	150.67	56,08,552	56.09
Add: to be issued pursuant to the Composite Scheme of Arrangement(Refer note 30)	-	-	1,50,67,101	150.67
Less: to be cancelled pursuant to the Composite Scheme of Arrangement (Refer note 30)	-	-	56,08,552	56.09
At the end of the year	**1,50,67,101**	**150.67**	**1,50,67,101**	**150.67**

14.2 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.

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

	As at 31 March 2024 (Post Scheme)		As at 31 March 2023 (Post Scheme)	
	No. of shares	% held	No. of shares	% held
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 30)	53,18,439	35.30%	53,18,439	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 30)	52,33,903	34.74%	52,33,903	34.74%

14.4 **Information regarding issue of shares in the last five years**

i) The Company will issue 1,50,67,101 equity shares, pursuant to Composite Scheme of Arrangement without payment being to be received in cash.

ii) The Company has not issued any bonus shares.

iii) The Company has not undertaken any buy-back of shares.

14.5 **Disclosure of Shareholding of Promoters**

	As at 31 March 2024 (Post Scheme)		As at 31 March 2023 (Post Scheme)		% Change during the year
	No. of shares	% held	No. of shares	% held	
Kavita Bhartia	613	0.00%	613	0.00%	0.00%
Hari Shankar Bhartia	20,873	0.14%	20,873	0.14%	0.00%
Priyavrat Bhartia	253	0.00%	253	0.00%	0.00%
Shamit Bhartia	6,561	0.04%	6,561	0.04%	0.00%
Aasthi Bhartia	99	0.00%	99	0.00%	0.00%
Arjun Shanker Bhartia	99	0.00%	99	0.00%	0.00%
Shyam Sunder Bhartia	72,825	0.48%	72,825	0.48%	0.00%
Jaytee Private Limited	380	0.00%	380	0.00%	0.00%
Jubilant Infrastructure Limited	50,000	0.33%	50,000	0.33%	0.00%
Vam Holdings Limited	2,84,070	1.89%	2,84,070	1.89%	0.00%
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 30)	53,18,439	35.30%	53,18,439	35.30%	0.00%
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 30)	52,33,903	34.74%	52,33,903	34.74%	0.00%
Jubilant Consumer Private Limited	2,78,522	1.85%	2,78,522	1.85%	-

Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
14 (a).	**Other equity**		
	Securities premium	1,225.42	1,225.42
	General reserve	200.31	200.31
	Share based expense reserve	53.43	22.72
	Retained earnings	723.03	425.84
	Items of other comprehensive income:		
	Equity instruments through OCI	0.67	0.30
	Re-measurement of defined benefit plans	(8.08)	(4.51)
	Cash hedge reserve	(0.11)	(0.19)
	Foreign currency translation reserve	7.38	7.20
	Total other equity	**2,202.05**	**1,877.09**

(₹ in million)

		As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
15(a).	**Non-current borrowings**		
	Term loans from banks		
	Indian rupee loans (secured)	245.94	371.60
	Less: Current maturities of non-current borrowings	126.18	135.45
	Total non-current borrowings	**119.76**	**236.15**
15(b).	**Lease liabilities**		
	Non-current portion of lease liabilities	171.32	193.99
	Total non-current lease liabilities	**171.32**	**193.99**
15(c).	**Current borrowings**		
	From banks (Secured):		
	Cash credit and working capital loans	1,188.67	1,075.98
	Current maturities of non-current borrowings	126.18	135.45
	Foreign currency term loan	-	224.92
	From others (Unsecured):		
	MSME Treds borrowings	-	24.75
	Total current borrowings	**1,314.85**	**1,461.10**
15(d).	**Lease liabilities**		
	Current portion of lease liabilities	14.27	26.76
	Total current lease liabilities	**14.27**	**26.76**

15.1 Nature of security of non-current borrowings and other terms of repayment

15.1.1 Term loan I availed from Ratnakar Bank Limited amounting to ₹ Nil (Previous Year: ₹ 197.82 million) including current maturities of ₹ Nil (Previous Year: ₹ 65.94 million) is secured by first pari passu charge on all fixed assets (both present and future) of the Company.

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

15.1.2 Term loan II availed from HDFC Bank Limited amounting to ₹ 50.00 million (Previous Year: ₹ 83.33 million) including current maturities of ₹ 33.33 million (Previous Year: ₹ 33.33 million) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.3 Term loan III availed from HDFC Bank Limited amounting to ₹ 54.27 million (Previous Year: ₹ 90.45 million) including current maturities of ₹ 36.18 million (Previous Year: ₹ 36.18 million) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.4 Term loan IV availed from HDFC Bank Limited amounting to ₹ 141.67 million (Previous Year: ₹ Nil) including current maturities of ₹ 56.67 million (Previous Year: ₹ Nil) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.5 Term loan I availed from Ratnakar Bank Limited is fully repaid during the current year.

15.1.6 Term loan II availed from HDFC Bank Limited is repayable in remaining six equal quarterly instalments, payable up to September 2025.

15.1.7 Term loan III availed from HDFC Bank Limited is repayable in remaining six equal quarterly instalments, payable up to September 2025.

15.1.8 Term loan IV availed from HDFC Bank Limited is repayable in remaining ten equal quarterly instalments, payable up to September 2026.

15.2 Nature of security of current borrowings and other terms of repayment

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 (Pre Scheme: Including unconditional and irrevocable corporate guarantee of the parent 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 ₹ Nil (Previous Year: ₹ 224.92 million) is secured by first pari passu charge on all fixed assets (both present and future) of the Company. Same is repayable in three equal quarterly instalments up to October 2023.

15.2.3 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.

15.2.4 There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(₹ in million)

	As at 31 March 2024 (Post Scheme)		As at 31 March 2023 (Post Scheme)	
	Non-current	Current	Non-current	Current
16. Other financial liabilities				
Capital creditors	-	10.25	-	18.56
Employee benefits payable	-	85.54	-	71.12
Security deposit	79.18	2.66	67.37	2.73
Interest accrued but not due on borrowings	-	8.77	-	2.16
Other payables	-	786.90	-	533.44
Total other financial liabilities	**79.18**	**894.12**	**67.37**	**628.01**
17. Provisions				
Provisions for employee benefits (Refer note 32)	119.64	74.10	127.51	55.64
Other provisions	-	0.30	-	0.90
Total provisions	**119.64**	**74.40**	**127.51**	**56.54**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

18. Trade payables

(₹ in million)

	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
(Current)		
Total outstanding dues of micro enterprises and small enterprises [Refer note 44 (vii)]	177.45	181.28
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,715.01	1,564.39
Total trade payables	**1,892.46**	**1,745.67**

18.1 Trade payable ageing schedule

(₹ in million)

AS at 31 March 2024	Not Due	Outstanding for following periods from due date of payment				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	169.86	7.59	-	-	-	177.45
	169.86	**7.59**	-	-	-	**177.45**
Outstanding dues of other than micro and small enterprises						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	1,536.41	164.80	11.07	0.63	2.10	1,715.01
	1,536.41	**164.80**	**11.07**	**0.63**	**2.10**	**1,715.01**

(₹ in million)

AS at 31 March 2023	Not Due	Outstanding for following periods from due date of payment				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
(a) Disputed	-	-	-	-	-	-
(b) Undisputed	127.84	53.44	-	-	-	181.28
	127.84	**53.44**	-	-	-	**181.28**
Outstanding dues of other than micro and small enterprises						
(a) Disputed	-	-	-	-	0.96	0.96
(b) Undisputed	1,416.77	142.15	1.45	0.86	2.20	1,563.43
	1416.77	**142.15**	**1.45**	**0.86**	**3.16**	**1,564.39**

(₹ in million)

	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
19. Other current liabilities		
Advance from customers	68.32	88.16
Statutory dues payables	333.11	113.84
Others	9.14	5.48
Total other current liabilities	**410.57**	**207.48**

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
20.	**Revenue from operations**		
	Sale of products		
	- Domestic [including ₹ 902.75 million (Previous Year: ₹ 2,346.59 million) subsidy on fertilizers]	9,542.46	11,733.24
	-Export	2,966.27	2,913.72
	Other operating revenue	23.90	23.82
	Total revenue from operations	**12,532.63**	**14,670.78**
21.	**Other income**		
	Interest income [including interest on income tax refund of ₹ 0.16 million (Previous Year: ₹ 0.19 million)]	1.03	6.69
	Insurance claim	4.40	2.47
	Net gain on sale/disposal of property, plant and equipment	-	0.42
	Gain on termination of lease	0.60	2.02
	Rent received	3.46	3.43
	Bad Debts/ irrecoverable advances & receivables written in (net)	-	2.59
	Other non-operating income	4.70	11.35
	Total other income	**14.19**	**28.97**
22.	**Cost of materials consumed**		
	Raw & process materials consumed	6,862.24	9,484.55
	Total cost of materials consumed	**6,862.24**	**9,484.55**
23.	**Purchases of stock-in-trade**		
	Purchases of stock-in-trade	325.08	256.67
	Total purchases of stock-in-trade	**325.08**	**256.67**
24.	**Changes in inventories of finished goods, stock-in-trade and work-in-progress**		
	Opening balance		
	Work-in-progress	333.70	212.57
	Finished goods	737.67	662.73
	Stock-in-trade	49.08	19.96
	Total opening balance	**1,120.45**	**895.26**
	Closing balance		
	Work-in-progress	405.42	333.70
	Finished goods	732.21	737.67
	Stock-in-trade	76.39	49.08
	Total closing balance	**1,214.02**	**1,120.45**
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(93.57)**	**(225.19)**
	Add: Foreign currency translation adjustment	2.86	41.55
	Less: Decrease of finished goods, stock-in-trade and work-in-progress of IMFL business	-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(90.71)**	**(183.64)**
25.	**Employee benefits expense**		
	Salaries, wages, bonus, gratuity and allowances	1,172.65	952.04
	Contribution to provident and other funds	50.49	41.94
	Employee share based expense	10.11	13.67
	Staff welfare expenses	64.78	55.06
	Total employee benefits expense	**1,298.03**	**1,062.71**
26.	**Finance costs**		
	Interest expense	170.61	163.72
	Other finance costs	23.96	23.61
	Exchange difference to the extent considered as an adjustment to finance costs	1.78	6.64
	Total finance costs	**196.35**	**193.97**

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(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
27.	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment [Including amortization of Right of use (ROU) assets]	143.85	136.09
	Amortization of intangible assets	6.62	5.97
	Total depreciation and amortization expense	**150.47**	**142.06**
28.	**Other expenses**		
	Power and fuel	259.56	325.89
	Stores, spares and packing materials consumed	715.82	744.73
	Job work charges	4.11	2.13
	Repairs and maintenance:		
	Plant and machineries	101.46	92.31
	Buildings	6.63	5.38
	Others	63.99	56.54
	Rent	38.15	25.76
	Rates & taxes	11.37	7.19
	Insurance	33.86	26.21
	Advertisement, publicity & sales promotion	635.28	420.83
	Travelling & other incidental expenses	164.78	121.15
	Vehicle running & maintenance	2.79	2.62
	Printing & stationery	10.69	7.25
	Communication expenses	9.99	8.95
	Staff recruitment & training	4.19	6.40
	Legal, professional and consultancy charges (Refer note 45)	171.03	127.03
	Directors' sitting fees	1.72	1.63
	Bank charges	17.61	18.03
	Foreign exchange fluctuation - net	1.70	62.58
	CSR expenses [Refer note 44 (ix)]	11.45	7.85
	Freight & forwarding	638.45	804.40
	Commission on Sales	39.35	22.93
	Discounts, claims to customers and other selling expenses	94.18	107.42
	Bad Debts/ irrecoverable advances & receivables written off (net)	0.61	-
	Net loss on sale/disposal of property, plant and equipment	1.77	-
	Property, plant and equipment written off	20.66	26.55
	Miscellaneous expenses	4.64	6.17
	Total other expenses	**3,065.84**	**3,037.93**

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29. Income tax

The major components of income tax expense are:

Profit or loss section

(₹ in million)

	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Current income tax:		
Current income tax charge for the year	5.51	5.94
Adjustments in respect of current income tax of previous years	(2.20)	2.31
	3.31	**8.25**
Deferred tax:		
Deferred tax charge/(credit)	94.61	219.69
	94.61	**219.69**
Income tax expense reported in the Consolidated statement of profit and loss	**97.92**	**227.94**

OCI section

(₹ in million)

	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Tax charge/(credit) related to items that will not be reclassified to profit or loss	(1.09)	0.11
Tax charge/(credit) related to items that will be reclassified to profit or loss	0.03	(0.06)
Income tax charged to OCI	**(1.06)**	**0.05**

Reconciliation between average effective rate and applicable tax rate:

(₹ in million)

	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Accounting profit before income tax	395.11	814.88
At India's statutory income tax rate 25.168% (Previous Year: 25.168%)	94.17	220.68
- Effect of non deductible expenses	2.95	(8.38)
- Effect of non taxable income & others	3.00	5.72
- Change in statutory tax rate	-	7.61
- Adjustment of earlier years	(2.20)	2.31
Income tax expense reported in the Consolidated statement of profit and loss	**97.92**	**227.94**

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30. Composite Scheme of Arrangement

(a) Proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12 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 17 February, 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 Companies as mentioned above in note 30 (a).

Further, Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT) has approved the above mentioned Composite Scheme of Arrangement on August 07, 2024 and a certified copy of the order of Hon'ble NCLT on form no. CAA.7 has been received by the Company on September 03, 2024.

(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 1,05,52,342 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
Assets		
Cash and cash equivalents	A	10.68
Liabilities		
Other current liabilities	B	0.16
Equity		
General reserve*	C	(38.33)
Retained earnings (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, 1,05,52,342 fully paid up equity shares of the face value of ₹ 10 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 consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(i) Pursuant to the scheme, Jubilant Industries Inc. USA (JIL USA), wholly owned subsidiary of Jubilant Industries Limited will became the wholly owned subsidiary of the Company.

Financial position of Jubilant Industries Inc. USA as at 01 July 2022 was as under:

(₹ in million)

Particulars	Amount
Assets:	
Property, plant and equipment	0.03
Inventories	281.83
Trade receivables	102.52
Cash and cash equivalents	26.16
Other current assets	2.82
Total Assets	**413.36**
Equity and liabilities:	
Equity share capital	0.01
Other equity:	
Securities Premium	10.74
Retained earnings	53.70
Foreign currency translation reserve	9.64
Liabilities:	
Trade payables	324.80
Other financial liabilities	9.25
Other liabilities	1.00
Current tax liabilities (net)	4.22
Total Equity and liabilities	**413.36**

Taking in to account the effect of Part C of the Scheme, Consolidated Balance Sheet of Jubilant Agri and Consumer Products Limited was as under:

(₹ in million)

Particulars	As at 01 July 2022 (Post Scheme)			
	JACPL Standalone (Post Scheme)	JIL USA	Elimination	JACPL Consolidated (Post Scheme)
ASSETS				
Non-current assets				
Property, plant and equipment	1,683.61	0.03	-	1683.64
Capital work-in-progress	10.76	-	-	10.76
Other Intangible assets	12.80	-	-	12.80
Financial assets				
(i) Investments	10.75	-	10.75	-
(ii) Loans	1.07	-	-	1.07
(iii) Other financial assets	13.30	-	-	13.30
Deferred tax assets (net)	278.67	-	-	278.67
Other non-current assets	28.18	-	-	28.18
Total non-current assets	**2,039.14**	**0.03**	**10.75**	**2028.42**
Current assets				
Inventories	2,518.64	281.83	39.52	2,760.95
Financial assets				
(i) Investments	0.45	-	-	0.45
(ii) Trade receivables	2,750.46	102.52	311.91	2,541.07
(iii) Cash and cash equivalents	26.62	26.16	-	52.78
(iv) Bank balances other than (iii) above	1.59	-	-	1.59
(v) Loans	0.97	-	-	0.97
(vi) Other financial assets	6.76	-	-	6.76
Current tax assets (net)	4.03	-	-	4.03
Other current assets	545.96	2.82	-	548.78
Total current assets	**5,855.48**	**413.33**	**351.43**	**5,917.38**
Assets classified as held for sale	13.57	-	-	13.57
Total Assets	**7,908.19**	**413.36**	**362.18**	**7,959.37**

Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

Particulars	As at 01 July 2022 (Post Scheme)			
	JACPL Standalone (Post Scheme)	JIL USA	Elimination	JACPL Consolidated (Post Scheme)
EQUITY AND LIABILITIES				
Equity				
Equity share capital	150.67	0.01	0.01	150.67
Other equity	1,460.05	74.08	50.26	1,483.87
Total equity	**1,610.72**	**74.09**	**50.27**	**1,634.54**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	459.94	-	-	459.94
(ia) Lease liabilities	202.34	-	-	202.34
(ii) Other financial liabilities	60.30	-	-	60.30
Provisions	128.20	-	-	128.20
Total non-current liabilities	**850.78**	**-**	**-**	**850.78**
Current liabilities				
Financial liabilities				
(i) Borrowings	1,764.05	-	-	1,764.05
(ia) Lease liabilities	27.88	-	-	27.88
(ii) Trade payables:				
Total outstanding dues of micro enterprises and small enterprises	189.52	-	-	189.52
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,538.02	324.80	311.91	2,550.91
(iii) Other financial liabilities	556.21	9.25	-	565.46
Other current liabilities	286.70	1.00	-	287.70
Provisions	84.31	-	-	84.31
Current tax liabilities (net)	-	4.22	-	4.22
Total current liabilities	**5,446.69**	**339.27**	**311.91**	**5,474.05**
Total Equity and Liabilities	**7,908.19**	**413.36**	**362.18**	**7,959.37**

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31. On September 03, 2020, the Board of Directors of the Company authorized 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 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Land (Freehold)	-	-
Buildings Factory	-	-
Plant & machineries	0.43	0.46
Total	**0.43**	**0.46**

b) Financial performance related to discontinued operations:

(₹ in million)

	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
i) Revenue from operations	-	0.09
ii) Other income	0.53	119.35
iii) Total revenue (i+ii)	0.53	119.44
iv) Total expenses	10.12	10.06
v) (Loss)/Profit from discontinued operations before tax (iii-iv)	(9.59)	109.38
vi) Tax expenses	-	6.49
vii) Net (loss)/profit from discontinued operations (v-vi)	**(9.59)**	**102.89**

c) Summarised Statement of cash flows of discontinued operations:

(₹ in million)

	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Cash flows from operating activities	(25.34)	(9.21)
Cash flows from investing activities	10.37	7.56
Cash flows from financing activities	-	-

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32 Employee benefits in respect of the Group have been calculated as under:

A. Defined Contribution Plans

The Group entities located in India have certain defined contribution plan such as provident fund, employee state insurance, employee pension scheme, employee superannuation fund wherein specified percentage is contributed to them. During the year, the Group has contributed following amounts to:

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Employer's contribution to provident fund*	29.72	24.51
Employer's contribution to employee's pension scheme 1995	14.22	11.63
Employer's contribution to superannuation fund	0.73	0.91
Employer's contribution to employee state insurance	0.34	0.39

* Earlier, for certain employees where provident fund is deposited with government authority e.g. Regional Provident Fund Commissioner (RPFC) and for other employees provident fund is 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.

The Group entity located in United States of America have a 401(k) Plan, where in the regular, full time and part-time employees are eligible to participate in the defined contribution plan after completion of one month of continuous service. Participants may voluntarily contribute eligible pre-tax and post-tax compensation in 1% increments of up to 90% of their annual compensation in accordance with the annual limits as determined by the Internal Revenue Service. Eligible employees receive a 50% match of their contributions up to 6% of their eligible compensation. Employees above the age of 50 years may choose to contribute " catch-up" contributions in accordance with the Internal Revenue Service limits and are matched the same up to the maximum Group contribution 3% of eligible compensation. The Group's matching contributions vest 100% after three years of service. The Group has contributed ₹ 0.23 million (Previous Year: ₹ 0.13 million) to 401(k) plan for the year.

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: 7.35% 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 Group. 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: 7.00% p.a.).

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

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Present value of obligation at the beginning of the year	107.69	104.12
Amount transferred pursuant to Composite Scheme of Arrangement	-	0.52
Current service cost	12.43	10.26
Interest cost	7.91	7.53
Actuarial loss/(gain)	4.69	(0.13)
Benefits paid	(19.87)	(14.61)
Present value of obligation at the end of the year	112.85	107.69

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)	31 March 2023 (Post Scheme)
Present vale of obligation at the end of the year	112.85	107.69
Fair value of plan assets at the end of the year	13.49	12.54
Net liabilities recognized in the Balance Sheet	99.36	95.15

Fair value of plan assets*:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)	31 March 2023 (Post Scheme)
Plan assets at the beginning of the year	12.54	11.40
Expected return on plan assets	0.92	0.82
Actuarial gain	0.03	0.32
Plan assets at the end of the year	13.49	12.54

* In respect of one unit of the Group, the plan assets were invested in insurer managed funds.

Group's best estimate of contribution during next year is ₹ 22.98 million (Previous Year: ₹ 19.82 million).

Expense recognized in the Consolidated Statement of Profit and Loss under employee benefits expense:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)	31 March 2023 (Post Scheme)
Total service cost	12.43	10.26
Net interest cost	6.99	6.71
Expenses recognized in the Consolidated Statement of Profit and Loss	**19.42**	**16.97**

Amount recognized in other comprehensive income:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)	31 March 2023 (Post Scheme)
Actuarial (loss)/gain due to financial assumption change	(4.47)	0.09
Actuarial gain/(loss) due to experience adjustment	0.22	(0.02)
Actuarial gain on plan assets	0.03	0.31
Amount recognized in the Other Comprehensive Income	**(4.22)**	**0.38**

Sensitivity analysis:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)			
Assumptions	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(3.39)	3.62	3.66	(3.46)

Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

Particulars	31 March 2023 (Post Scheme)			
Assumptions	Discount rate		Future salary increase	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(3.15)	3.35	3.39	(3.22)

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.

C. Other long term benefits (compensated absences)

(₹ in million)

Particulars	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Present value of obligation at the end of the year	36.45	44.74

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33. Fair value measurement

(₹ in million)

Particulars	Note	Level of hierarchy	31 March 2024 (Post Scheme)			31 March 2023 (Post Scheme)		
			FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost
Financial assets								
Investments	(b, d)	1	-	0.84	-	-	0.47	-
Trade receivables	(a)		-	-	2,461.10	-	-	2,570.47
Loans	(a, b)		-	-	1.45	-	-	1.89
Cash and cash equivalents	(a)		-	-	152.08	-	-	52.90
Bank balances other than cash and cash equivalents	(a)		-	-	1.71	-	-	1.50
Other financial assets	(a, b)		-	-	20.33	-	-	30.17
Total financial assets			**-**	**0.84**	**2,636.67**	**-**	**0.47**	**2,656.93**
Financial liabilities								
Non-current borrowings (including other current maturities)	(c)	3	-	-	245.94	-	-	371.60
Current borrowings	(a)		-	-	1,188.67	-	-	1,325.65
Trade payables	(a)		-	-	1,892.46	-	-	1,745.67
Lease liabilities	(a)		-	-	185.59	-	-	220.75
Other financial liabilities	(a)		-	-	973.30	-	-	695.38
Total financial liabilities			**-**	**-**	**4,485.96**	**-**	**-**	**4,359.05**

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.

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(c) Fair value of non-current borrowings as below:

(₹ in million)

Particulars	Level	Fair value	
		31 March 2024 (Post Scheme)	31 March 2023 (Post Scheme)
Borrowings (including other current maturities)*	3	245.94	371.60
		245.94	**371.60**

* 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 2024 and 31 March 2023.

Reconciliation of Level 1 fair value measurement:

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Opening balance	0.47	0.47
Additional investments	-	-
Profit recognized in other comprehensive income	0.37	-
Sale of investments	-	-
Closing balance	**0.84**	**0.47**

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34. Financial risk management

Risk management framework

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

The Group, 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 Group 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 Group if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group'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 Group has established a credit policy under which new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group'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 Group 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 Group 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 ₹ 64.74 million (Previous Year: ₹ 14.53 million).

Movement in Allowance for expected credit loss is as follows:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)	31 March 2023 (Post Scheme)
Balance at the beginning of the year	39.63	39.26
Add: Provided during the year	3.31	0.42
Less: Amount written off	0.11	0.05
Balance at the end of the year	42.83	39.63

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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 2024 (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
Undisputed							
Considered good	2,164.41	231.95	6.90	57.84	-	-	2,461.10
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	6.90	2.96	1.50	2.48	13.84
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	0.22	1.02	3.98	3.59	20.18	28.99
Total	2,164.41	232.17	14.82	64.78	5.09	22.66	2,503.93
Less: Allowance for credit impaired balances	-	0.22	7.92	6.94	5.09	22.66	42.83
Total	**2,164.41**	**231.95**	**6.90**	**57.84**	-	-	**2,461.10**

As at 31 March 2023 (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
Undisputed							
Considered good	2,412.59	143.35	14.19	-	-	-	2,570.13
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	0.68	4.18	2.11	1.23	8.20
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	1.02	2.86	3.47	4.21	20.21	31.77
Total	2,412.59	144.37	17.73	7.65	6.32	21.44	2,610.10
Less: Allowance for credit impaired balances	-	1.02	3.20	7.65	6.32	21.44	39.63
Total	**2,412.59**	**143.35**	**14.53**	-	-	-	**2,570.47**

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 Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group'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 Group's reputation.

The Group'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 Parent Company's Board of Directors and appropriate decisions are taken according to the situation.

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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 31 March 2024 (Post Scheme)	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
Borrowings (1)	1,434.61	1,434.61	1,314.85	119.76
Trade payables	1,892.46	1,892.46	1,892.46	-
Lease liabilities	185.59	185.59	14.27	171.32
Other financial liabilities	973.30	973.30	894.12	79.18

(₹ in million)

As at 31 March 2023 (Post Scheme)	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
Borrowings (1)	1,697.25	1,697.25	1,461.10	236.15
Trade payables	1,745.67	1,745.67	1,745.67	-
Lease liabilities	220.75	220.75	26.76	193.99
Other financial liabilities	695.38	695.38	628.01	67.37

(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 Group'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 Group has obtained foreign currency borrowing and has foreign currency trade payable and trade receivable and is therefore, exposed to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

(₹ in million)

Particulars	31 March 2024 (Post Scheme)		31 March 2023 (Post Scheme)	
	USD	EUR	USD	EUR
Trade receivable	498.23	127.95	414.36	136.17
Trade payables	(588.80)	(0.68)	(597.79)	(10.47)
Borrowings	(47.69)	-	-	-
Net exposure	**(138.26)**	**127.27**	**(183.43)**	**125.70**

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
31 March 2024 (Post Scheme)		
USD (1% movement)	(1.38)	1.38
EUR (1% movement)	1.27	(1.27)
31 March 2023 (Post Scheme)		
USD (1% movement)	(1.83)	1.83
EUR (1% movement)	1.26	(1.26)

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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 Group 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 Group are principally denominated in INR and USD with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

Exposure to interest rate risk

The interest rate profile of the Group's interest bearing financial instruments as reported to the management of the Group is as follows:

The following table provides a break-up of the Group's fixed and floating rate borrowings:

(₹ in million)

Particulars	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Fixed-rate borrowings	-	-
Floating rate borrowings	1,434.61	1,697.25
Total borrowings (gross of transaction costs)	**1,434.61**	**1,697.25**

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 Group's profit for the year would decrease/increase by ₹ 3.59 million (Previous Year: ₹ 4.24 million). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

35. Capital management

Risk management

The Group'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 Group 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:

(₹ in million)

Particulars	As at 31 March 2024	As at 31 March 2023
Total borrowings [Refer note 15 (a) & 15 (c)]	1,434.61	1,697.25
Less: Cash and cash equivalents (Refer note 13 (a)]	152.08	52.90
Less: Bank balances other than cash and cash equivalents [Refer note 13 (b)]	1.71	1.50
Less: Current investments (Refer note 11)	0.84	0.47
Net debt	1,279.98	1,642.38
Total equity [Refer note 14 & 14 (a)]	2,352.72	2,027.76
Gearing ratio	**0.54**	**0.81**

No Changes were made in the objective, policies or process for managing capital during the years 31 March 2024 and 31 March 2023.

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36. Changes in financial liabilities arising from financing activities

(₹ in million)

Particulars	As at 01 April 2023 (Post Scheme)	Receipt	Repayment	Transaction cost	Others	As at 31 March 2024 (Post Scheme))
Long term borrowings from banks	371.60	170.00	(295.66)	-	-	245.94
Short term borrowings from banks	1,325.65	-	(137.24)	-	0.26	1,188.67
Short term borrowings from others	-	-	-	-	-	-
Total	**1,697.25**	**170.00**	**(432.90)**	**-**	**0.26**	**1,434.61**

(₹ in million)

Particulars	As at 01 April 2022 (Pre Scheme)	Receipt	Repayment	Transaction cost	Others	As at 31 March 2023 (Post Scheme))
Long term borrowings from banks	974.99	199.50	(582.20)	4.31	(225.00)	371.60
Short term borrowings from banks	483.98	616.67	-	-	225.00	1,325.65
Short term borrowings from others	-	100.00	(100.00)	-	-	-
Total	**1,458.97**	**916.17**	**(682.20)**	**4.31**	**-**	**1,697.25**

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37. Segment information

Business Segment

The CEO and Managing Director of the Parent 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 Group has determined reportable segments by the nature of its products and services, which are as follows:

a. **Performance Polymers & Chemicals:** Adhesives & Wood Finishes, Sulphuric Acid, Food Polymer (Solid PVA) and Latex
b. **P&K Fertilizers:** Single Super Phosphate
c. **Agri Nutrients:** Agro Chemicals for Crop Products

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group 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 Group 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 Group 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 Group basis.

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)			For the year ended 31 March 2023 (Post Scheme)		
	Total segment revenue	Inter-segment revenue	Revenue from external customers	Total segment revenue	Inter- segment revenue	Revenue from external customers
REVENUE						
Performance Polymers & Chemicals	9,704.16	126.77	9,577.39	9,601.73	351.91	9,249.82
P&K Fertilizers	2,822.88	-	2,822.88	5,292.94	-	5,292.94
Agri Nutrients	132.36	-	132.36	128.02	-	128.02
Total segment revenue from operations	**12,659.40**	**126.77**	**12,532.63**	**15,022.69**	**351.91**	**14,670.78**

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
RESULT		
Performance Polymers & Chemicals	1,347.04	699.71
P&K Fertilizers	(216.30)	361.42
Agri Nutrients	22.61	26.64
Total Segment	**1,153.35**	**1,087.77**
Un-allocated corporate expenses (net of un-allocable income)	357.68	78.92
Finance costs	196.35	193.97
Exceptional items	204.21	-
Profit before tax	**395.11**	**814.88**
Tax expense	97.92	227.94
Profit for the year	**297.19**	**586.94**

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(₹ in million)

Particulars	Segment Assets		Segment Liabilities	
	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Performance Polymers & Chemicals	4,376.52	3,603.75	2,408.73	1,721.00
P&K Fertilizers	2,662.68	2,767.79	985.38	1,073.38
Agri Nutrients	30.28	26.32	23.37	8.74
Segment Total	**7,069.48**	**6,397.86**	**3,417.48**	**2,803.12**
Un-allocated corporate assets/ liabilities	354.68	270.68	244.55	259.16
Total	**7,424.16**	**6,668.54**	**3,662.03**	**3,062.28**
Deferred tax asset/ liabilities	25.20	118.75	-	-
Borrowings	-	-	1,434.61	1,697.25
Total assets/ liabilities	**7,449.36**	**6,787.29**	**5,096.64**	**4,759.53**

Other information

(₹ in million)

Particulars	Capital Expenditure		Depreciation/ amortization	
	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Performance Polymers & Chemicals	171.48	133.31	73.46	68.89
P&K Fertilizers	17.46	36.57	43.71	44.94
Agri Nutrients	-	-	-	-
Un-allocated	7.23	20.55	33.31	28.26
Total	196.17	190.43	150.48	142.09
Less: Related to discontinued operations	-	-	0.01	0.03
Net related to continuing operations	**196.17**	**190.43**	**150.47**	**142.06**

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38. Related party disclosures

1. Enterprises in which certain key management personnel are interested

Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Jubilant Life Sciences (USA) Inc., USA, Jubilant Enpro (P) Limited, Jubilant HollisterStier LLC, USA, HSSS Investment Holding (P) Limited, SSBPB Investment Holding (P) Limited, KBHB Investment Holding (P) Limited.

2. Key management personnel (KMP)

Mr. Manu Ahuja [CEO and Whole-time Director) up to 09 December 2023 [Refer note (i)], Mr. Umesh Sharma (Chief Financial Officer), Mr. Abhishek Mishra (Company Secretary) [Refer note (ii)], Mr. Priyavrat Bhartia (Director), Mr. Shamit Bhartia (Director), Ms. Shivpriya Nanda (Director) up to 31 March 2024, Mr. Radhey Shyam Sharma (Director),Mr. Ravinder Pal Sharma (Director), Ms. Sanjanthi Sajan (Director) w.e.f. 10 February 2024, Mr. Manish Gupta (Director of Jubilant Industries Inc. USA), Mr. D Scott Mace (Chairman of Jubilant Industries Inc. USA).

(i) He was appointed as CEO and Whole-time Director of the Company w.e.f. 10 May 2018 for a period of three years and re-appointed for a period of three years in the Board Meeting held on 04 February 2021 (W.e.f. 10 May 2021). He was ceased from the position of CEO and Whole-time Director of the Company due to his sad demise on 09 December 2023.

Mr. Jagat Sharma was appointed as Whole-time Director of the Company w.e.f. 12 December 2023 and resigned from the post of Whole-time Director of the Company w.e.f. 26 June 2024.

Mr. Mohandeep Singh was appointed as CEO and Whole-time Director of the Company w.e.f. 27 June 2024.

(ii) Mr. Abhishek Mishra was the Company Secretary of Jubilant Industries Limited up to 15 April 2023.

Mr. Abhishek Kamra was appointed as Company Secretary of Jubilant Industries Limited w.e.f. 25 May 2023 on interim basis has stepped down from the position of Company Secretary of Jubilant Industries Limited in consequent to appointment of Mr. Brijesh Kumar as Company Secretary of Jubilant Industries Limited and of the Company w.e.f. 07 August, 2023.

3. Others:

Pace Marketing Specialties Limited Officer's Superannuation Scheme (Trust), VAM Employees Provident Fund Trust, Jubilant Bhartia Foundation.

4. Details of related party transactions:

31 March 2024 (Post Scheme): **(₹ in million)**

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	**Sale of goods, utilities and services:**				
	Jubilant Ingrevia Limited	142.49	-	-	142.49
		142.49	**-**	**-**	**142.49**
2	**Purchase of goods, utilities and services:**				
	Jubilant Pharmova Limited	38.37	-	-	38.37
	Jubilant Ingrevia Limited	241.59	-	-	241.59
	Jubilant Enpro (P) Limited	0.14	-	-	0.14
		280.10	**-**	**-**	**280.10**
3	**Rent expenses:**				
	Jubilant Pharmova Limited	2.90	-	-	2.9
	Jubilant Ingrevia Limited	6.23	-	-	6.23
		9.13	**-**	**-**	**9.13**
4	**Transfer out of employee related liabilities on transfer of employees:**				
	Jubilant Ingrevia Limited	1.95	-	-	1.95
		1.95	**-**	**-**	**1.95**
5	**Remuneration (including perquisites)*:**				
	Manu Ahuja (Whole-time Director)	-	56.23	-	56.23
	Umesh Sharma (Chief Financial Officer)	-	15.92	-	15.92
	Abhishek Mishra (Company Secretary)	-	0.60	-	0.60
	Abhishek Kamra (Company Secretary)	-	0.25	-	0.25
	Jagat Sharma (Whole-time Director)	-	4.78	-	4.78
	Brijesh Kumar (Company Secretary)	-	1.78	-	1.78
		-	**79.56**	**-**	**79.56**

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31 March 2024 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
6	**Sitting fees:**				
	Shivpriya Nanda (Director)	-	0.86	-	0.86
	Radhey Shyam Sharma (Director)	-	1.32	-	1.32
	Ravinder Pal Sharma (Director)	-	1.33	-	1.33
		-	**3.51**	**-**	**3.51**
7	**Reimbursement of expenses:**				
	Jubilant Enpro (P) Limited	1.00	-	-	1.00
	Jubilant Pharmova Limited	1.21	-	-	1.21
	Jubilant HollisterStier LLC, USA	0.90	-	-	0.90
	Jubilant Pharma Holdings Inc.	0.45	-	-	0.45
	Jubilant Life Sciences (USA) Inc., USA	0.39	-	-	0.39
	Jubilant Cadista Pharmaceuticals Inc.	0.07	-	-	0.07
		4.02	**-**	**-**	**4.02**
8	**Amount received against sale of assets:**				
	Jubilant Ingrevia Limited	10.38	-	-	10.38
		10.38	**-**	**-**	**10.38**
9	**Contribution towards superannuation fund:**				
	Pace Marketing Specialities Limited Officer's Superannuation Scheme Trust	-	-	0.73	0.73
		-	**-**	**0.73**	**0.73**
10	**CSR expenses**				
	Jubilant Bhartia Foundation	-	-	11.45	11.45
		-	**-**	**11.45**	**11.45**
11	**Other receivables:**				
	Jubilant Ingrevia Limited	2.35	-	-	2.35
		2.35	**-**	**-**	**2.35**
12	**Trade payables:**				
	Jubilant Pharmova Limited	4.87	-	-	4.87
	Jubilant Ingrevia Limited	49.09	-	-	49.09
	Jubilant HollisterStier LLC, USA	10.55	-	-	10.55
	Jubilant Pharma Holdings Inc.	0.46	-	-	0.46
	Jubilant Cadista Pharmaceuticals Inc.	0.07	-	-	0.07
		65.04	**-**	**-**	**65.04**
13	**Trade receivables:**				
	Jubilant Ingrevia Limited	0.32	-	-	0.32
		0.32	**-**	**-**	**0.32**

31 March 2023 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	**Sale of goods, utilities and services:**				
	Jubilant Ingrevia Limited	181.93	-	-	181.93
		181.93	**-**	**-**	**181.93**
2	**Sale of fixed assets:**				
	Jubilant Ingrevia Limited	134.71	-	-	134.71
		134.71	**-**	**-**	**134.71**
3	**Purchase of goods, utilities and services:**				
	Jubilant Pharmova Limited	33.03	-	-	33.03
	Jubilant Ingrevia Limited	253.23	-	-	253.23
	Jubilant Enpro (P) Limited	0.08	-	-	0.08
		286.34	**-**	**-**	**286.34**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

31 March 2023 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
4	**Rent expenses:**				
	Jubilant Pharmova Limited	4.98	-	-	4.98
	Jubilant Ingrevia Limited	5.52	-	-	5.52
		10.50	**-**	**-**	**10.50**
5	**Interest expenses on inter-corporate loan:**				
	Jubilant Enpro (P) Limited	3.14	-	-	3.14
		3.14	**-**	**-**	**3.14**
6	**Transfer out of employee related liabilities on transfer of employees:**				
	Jubilant Ingrevia Limited	0.57	-	-	0.57
	Jubilant Bhartia Foundation	-	-	0.33	0.33
		0.57	**-**	**0.33**	**0.90**
7	**Remuneration (including perquisites)*:**				
	Manu Ahuja (Whole-time Director)	-	66.17	-	66.17
	Umesh Sharma (Chief Financial Officer)	-	14.93	-	14.93
	Abhishek Mishra (Company Secretary)	-	1.35	-	1.35
		-	**82.45**	**-**	**82.45**
8	**Sitting fees:**				
	Shivpriya Nanda (Director)	-	0.85	-	0.85
	Radhey Shyam Sharma (Director)	-	1.08	-	1.08
	Ravinder Pal Sharma (Director)	-	1.12	-	1.12
		-	**3.05**	**-**	**3.05**
9	**Contribution towards superannuation fund:**				
	Pace Marketing Specialities Limited Officer's Superannuation Scheme Trust	-	-	0.91	0.91
		-	**-**	**0.91**	**0.91**
10	**CSR expenses:**				
	Jubilant Bhartia Foundation	-	-	7.85	7.85
		-	**-**	**7.85**	**7.85**
11	**Recovery of expenses:**				
	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**
12	**Reimbursement of expenses:**				
	Jubilant HollisterStier LLC, USA	1.23	-	-	1.23
	Jubilant Enpro (P) Limited	2.42	-	-	2.42
		3.65	**-**	**-**	**3.65**
13	**Inter-corporate loan taken:**				
	Jubilant Enpro (P) Limited	100.00	-	-	100.00
		100.00	**-**	**-**	**100.00**
14	**Repayment of inter-corporate loan taken:**				
	Jubilant Enpro (P) Limited	100.00	-	-	100.00
		100.00	**-**	**-**	**100.00**
15	**Receivable against sale of assets:**				
	Jubilant Ingrevia Limited	10.37	-	-	10.37
		10.37	**-**	**-**	**10.37**
16	**Other receivables:**				
	Jubilant Ingrevia Limited	2.35	-	-	2.35
		2.35	**-**	**-**	**2.35**
17	**Trade payables:**				
	Jubilant Pharmova Limited	8.36	-	-	8.36
	Jubilant Ingrevia Limited	38.34	-	-	38.34
	Jubilant HollisterStier LLC, USA	9.50	-	-	9.50
	Jubilant Life Sciences (USA) Inc. USA	0.76	-	-	0.76
		56.96	**-**	**-**	**56.96**

Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

31 March 2023 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
18	**Trade receivables:**				
	Jubilant Ingrevia Limited	0.08	-	-	0.08
		0.08	**-**	**-**	**0.08**

* Does not include in respect of gratuity and leave encashment since the provision is made on actuarial basis for the Company as a whole.

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

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

39. Contingent Liabilities to the extent not provided for

A) Guarantees:

Outstanding guarantees furnished by banks on behalf of the Group/by the Group including in respect of letters of credit is ₹ 836.50 million (Previous Year: ₹ 877.69 million).

B) Claims against Group not acknowledged as debt:

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

i)

(₹ in million)

Particulars	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Sales tax	-	1.75
Custom duty	20.28	-
Service tax	2.36	1.18
GST	45.81	0.23
Others (excluding amounts mentioned in note (ii) and (iii) below)	62.77	77.76

ii) A civil suit (OS No. 5549/2013) has been filed by Kids Kemp (the lessor) against Food Express Stores and Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of 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. JACPL 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. JACPL 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 Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of 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 between the parties. JACPL 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 JACPL 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) ₹ 120.55 million (Previous Year: ₹ 54.68 million) [Advances ₹ 2.76 million (Previous Year: ₹ 8.03 million)].

b) Other commitments

Export obligation under Advance License Scheme on duty free import of raw materials, remaining outstanding ₹ 960.76 million (Previous Year: ₹ 1,161.13 million)

41. Leases

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Lease liabilities at the beginning of the year	220.75	53.52
Add: Additions during the year	2.20	209.00
Add/(Less): Adjustments on account of extension/termination during the year	(10.89)	(19.25)
Less: Payments on account of lease liabilities during the year	26.47	22.52
Lease liabilities at the end of the year	**185.59**	**220.75**

Carrying value of assets

(₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)		For the year ended 31 March 2023 (Post Scheme)	
	Land & Buildings	Others	Land & Buildings	Others
Balance at the beginning of the year	193.82	17.03	41.89	6.90
Add: Additions during the year	0.22	1.98	191.40	17.60
Add/(Less): Adjustments on account of extension/termination	(0.04)	(10.24)	(13.82)	(3.41)
Less: Amortization during the year	27.98	6.80	25.65	4.06
Balance at the end of the year	**166.02**	**1.97**	**193.82**	**17.03**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

Maturity analysis of lease liabilities (₹ in million)

Maturity analysis- contractual undiscounted cash flows	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
Less than one year	28.67	43.73
One to five years	131.24	133.89
More than five years	228.48	263.99
Total undiscounted lease liabilities	**388.39**	**441.61**
Current lease liabilities	14.27	26.76
Non-current lease liabilities	171.32	193.99

Amount recognized in Statement of profit and loss (₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Interest on lease liabilities	16.92	15.60
Expenses related to short-term leases	38.15	25.76
Gain on termination of lease	0.60	2.02
Amortization of right of use assets	34.78	29.71

Amount recognized in statement of cash flows (₹ in million)

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Total cash outflows for leases	43.39	38.12

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42. Employee Stock Option Scheme

Jubilant Industries Limited has two Employee Stock Option Scheme namely,

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

Above both Employee Stock Option Scheme, adopted by the Company pursuant to Composite Scheme of Arrangement w.e.f. 01 July 2022.

Scheme 2013:

The Company has adopted "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 a Compensation Committee, comprising of a majority of independent directors. This Committee will be fully empowered to administer the Scheme 2013.

The movement in the stock option under the "Scheme 2013"

Particulars	For the year ended 31 March 2024 (Post Scheme)		For the year ended 31 March 2023 (Post Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	95,343	234.40	95,343	234.40
Granted during the year	42,670	475.08	-	-
Expired/Lapsed during the year	2,341	320.00	-	-
Options forfeited during the year	-	-	-	-
Options exercised during the year	-	-	-	-
Options outstanding at the end of the year	1,35,672	308.62	95,343	234.40

Scheme 2018:

The Company has adopted "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 a Compensation Committee, comprising of a majority of independent directors. This Committee will be fully empowered to administer the Scheme 2018.

The movement in the stock option under the "Scheme 2018"

Particulars	For the year ended 31 March 2024 (Post Scheme)		For the year ended 31 March 2023 (Post Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	1,08,600	10.00	94,900	10.00
Granted during the year	11,000	10.00	13,700	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	1,19,600	10.00	1,08,600	10.00

The expenses arising from share-based payment transaction recognized in Consolidated Statement of Profit and Loss as part of employee benefit expense ₹ 30.71 million (Previous Year: ₹ 13.67 million).

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43. The Group 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 Group 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.

44. Other Statutory Informations

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding Benami property.

(ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Group 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 Group 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) **Micro, small and medium enterprises**

There are no Micro, Small and Medium Enterprises, to whom the Indian entities 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 Group.

(₹ in million)

Particulars	As at 31 March 2024 (Post Scheme)	As at 31 March 2023 (Post Scheme)
The principal amount remaining unpaid to any supplier as at the end of the year	177.45	181.28
The interest due on principal amount remaining unpaid to any supplier as at the end of the year	0.09	-
The amount of interest paid by the Group 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	-	-

(viii) **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 31 March 2024 (Post Scheme): (₹ in million)

Name of struck off company	Nature of transactions	Amount of transactions	Balance outstanding	Relationship with struck off
Laxmi Agro-Industrial Consultants	Payable	-	0.24	External Vendor

For the year/As at 31 March 2023 (Post Scheme): (₹ in million)

Name of struck off company	Nature of transactions	Amount of transactions	Balance outstanding	Relationship with struck off
Tube Trading Private Limited	Payable	-	0.71	External Vendor

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Notes to the consolidated financial statements for the year ended 31 March 2024

(ix) 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)

Description	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Amount required to be spent by the Group during the year	11.45	7.85
Amount of expenditure incurred	11.45	7.85
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Health, Education & Livelihood	Health, Education & Livelihood
Details of related party transactions*	11.45	7.85

* The Group has established a Trust for CSR activities namely, Jubilant Bhartia Foundation and the Group contribute their amounts to the same.

45. Auditors remuneration:

(₹ in million)

	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Audit fee	1.07	1.07
Limited review	1.02	1.02
Other certifications	0.56	1.40
Out of pocket expenses	0.45	0.39
Total	**3.10**	**3.88**

46. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

Name of the enterprise	Net Assets i.e. Total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of consolidated profit or (loss)	Amount (₹ in million)
Parent				
Jubilant Agri and Consumer Products Limited	98.32	2,313.13	88.95	264.35
Subsidiaries				
Foreign				
Jubilant Industries Inc. USA	4.31	101.49	5.64	16.75
Total eliminations	(2.63)	(61.90)	5.41	16.09
Total	**100.00**	**2,352.72**	**100.00**	**297.19**

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Notes to the consolidated financial statements for the year ended 31 March 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

47. Earnings per share (EPS)

Particulars		For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
I Profit computation for basic & diluted earnings per share of ₹ 10/- each			
Net profit as per Consolidated Statement of Profit & Loss from continuing operations available for equity shareholders	₹ in million	306.78	484.05
Net (loss)/profit as per Consolidated Statement of Profit & Loss from discontinued operations available for equity shareholders	₹ in million	(9.59)	102.89
Net profit as per Consolidated Statement of Profit & Loss from continuing and discontinued operations available for equity shareholders	₹ in million	297.19	586.94
II Weighted average number of equity shares for earnings per share			
(A) For basic earnings per share*	Nos	1,50,67,101	1,27,08,942
(B) For diluted earnings per share:			
No of shares for Basic EPS as per II (A)	Nos	1,50,67,101	1,27,08,942
Add: Weighted average outstanding options related to employee stock options	Nos	1,80,258	1,49,334
No of shares for diluted earnings per share	Nos	1,52,47,359	1,28,58,276
III Earnings per equity share of ₹ 10 each from continuing operations:			
Basic	₹	20.36	38.09
Diluted	₹	20.12	37.65
Earnings per equity share of ₹ 10 each from discontinued operations:			
Basic	₹	(0.64)	8.09
Diluted	₹	(0.64)	8.00
Earnings per equity share of ₹ 10 each from continuing and discontinued operations:			
Basic	₹	19.72	46.18
Diluted	₹	19.48	45.65

*

Particulars	For the year ended 31 March 2024 (Post Scheme)	For the year ended 31 March 2023 (Post Scheme)
Current year	1,50,67,101	
Post Scheme: from 01/04/2022 to 30/06/2022 56,08,552 shares and from 01/07/2022 to 31/03/2023 1,50,67,101 shares (56,08,552/365*91 + 1,50,67,101/365*274)		1,27,08,942
Weighted average number of equity shares	**1,50,67,101**	**1,27,08,942**

48. Previous year figures have been re-grouped and re-arranged wherever necessary to conform current year's classification.

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

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: New Delhi
Date: 04 November, 2024

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Brijesh Kumar
Company Secretary
Membership No.A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Chairman
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: Gurugram
Date: 04 November, 2024

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CHARTERED ACCOUNTANTS
ESTABLISHED SINCE 1982

Independent Auditor's Examination Report on the Compilation of Consolidated Special Purpose Financial Statements to be included in the Information Memorandum ('IM') in connection with proposed Listing of equity shares by Jubilant Agri and Consumer Products Limited ('the Company')

To the Board of Directors of Jubilant Agri and Consumer Products Limited

1. We have completed our assurance engagement to report on the compilation of Consolidated Special Purpose Financial Statements of Jubilant Agri and Consumer Products Limited ('the Company) and group Companies which are going to be under common control of the Company on the basis of the Composite Scheme of Amalgamation and Arrangement as approved by the National Company Law Tribunal, Allahabad Bench, compiled by Management of the Company. The Consolidated Special Purpose Financial Statements consists of the Consolidated Special purpose Balance Sheet as at June 30, 2024, the Consolidated Special purpose Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Special purpose Statement of Changes in Equity and Consolidated Special purpose Statement of Cash Flows for the period then ended, and notes to the Consolidated Special purpose Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Special Purpose Financial Statements").

2. As part of this process, the Consolidated Special Purpose Financial Statements have been compiled on the basis of the audited consolidated special purpose financial statements of the respective entities in the Group which have been prepared in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India. The consolidated special purpose financial statements of all the entities included in the Consolidated Special Purpose Financial Statements were approved by the respective Board of Directors.

The Management of the Company's Responsibility for the Consolidated Special Purpose Financial Statements

3. The Management of the Company is responsible for compiling the Consolidated Special Purpose Financial Statements and the same have been approved by the Board of Directors of the Company. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Consolidated Special Purpose Financial Statements in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India, that is free from material misstatement, whether due to fraud or error. The Management of the Company is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Consolidated Special Purpose Financial Statements.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, as required by SEBI (ICDR) Regulations 2018 (as amended), about whether the Consolidated Special Purpose Financial Statements have been compiled, in all material respects, by the management of the Company in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

5. We conducted our engagement in accordance with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management of the Company has compiled, in all

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BGJC & Associates LLP is registered with Limited Liability having LLP Identification No. AAI-1738
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Delhi Mumbai Noida Ranchi Udaipur
GST No. 07AAAFB0028K1ZW

material respects, Consolidated Special Purpose Financial Statements in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial Information used in compiling the Consolidated Special Purpose Financial Statements. For this engagement, we have placed reliance on consolidated special purpose financial statements as referred to in paragraph 2 above.

7. A reasonable assurance engagement to report on whether the Consolidated Special Purpose Financial Statements has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management of the Company in the compilation of the Consolidated Special Purpose Financial Statements provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

   - The related adjustments give appropriate effect to those criteria; and
   - The Consolidated Special Purpose Financial Statements reflects the proper application of those adjustments to the unadjusted financial Information.

8. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Consolidated Special Purpose Financial Statements has been compiled, and other relevant engagement circumstances.

Opinion

9. In our opinion, the accompanying Consolidated Special Purpose Financial Statements of Jubilant Agri and Consumer Products Limited and its group Companies which are going to be under common control of the Company (the Company and its group Companies which are going to be under common control of the Company together referred to as "the Group"), which comprise the Consolidated Special purpose Balance Sheet as at June 30, 2024, the Consolidated Special purpose Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Special purpose Statement of Changes in Equity and Consolidated Special purpose Statement of Cash Flows for the period April 01, 2024 to June 30, 2024 and notes to the Consolidated Special Purpose Financial Statements, including a summary of significant accounting policies and other explanatory Information, have been compiled, in all material respects, on the basis of the audited consolidated special purpose financial statements of the respective entities in the Group as per the Composite Scheme of Amalgamation and Arrangement as approved by the National Company Law Tribunal, Allahabad Bench, which have been prepared in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India.

Restrictions on Use

10. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by us.

11. Our report is intended solely for use of Board of Directors for inclusion in IM to be filed with the Securities Exchange Board of India, BSE Limited and National Stock Exchange of India in connection with the

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proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **BGJC & Associates LLP**
Chartered Accountants
Firm's Registration No.: 003304N/N00056

Pranav Jain
Partner
Membership No. 098308

UDIN: 24098308BKCQKU4458

Place: New Delhi
Date: November 04, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Balance Sheet as at 30 June 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(₹ in million)

	Notes	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,737.90	1,707.13
Capital work-in-progress	4	124.62	46.14
Other intangible assets	5	6.84	7.61
Financial assets			
(i) Loans	6	0.88	0.86
(ii) Other financial assets	7	13.86	13.86
Deferred tax assets (net)	8	9.34	25.20
Other non-current assets	9	28.68	26.18
Total non-current assets		**1,922.12**	**1,826.98**
Current assets			
Inventories	10	2,386.50	2,351.20
Financial assets			
(i) Investments	11	0.88	0.84
(ii) Trade receivables	12	2,820.06	2,461.10
(iii) Cash and cash equivalents	13 (a)	30.20	152.08
(iv) Bank balances other than (iii) above	13 (b)	1.71	1.71
(v) Loans	6	0.56	0.59
(vi) Other financial assets	7	6.35	6.47
Current tax assets (net)		82.55	52.27
Other current assets	9	717.17	595.69
Total current assets		**6,045.98**	**5,621.95**
Assets classified as held for sale	3	0.43	0.43
Total Assets		**7,968.53**	**7,449.36**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	-	-
Shares pending issuance	30	150.67	150.67
Other equity	14.(a)	2,459.64	2,202.05
Total equity		**2,610.31**	**2,352.72**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	15 (a)	88.21	119.76
(ia) Lease liabilities	15 (b)	206.53	171.32
(ii) Other financial liabilities	16	82.47	79.18
Provisions	17	124.32	119.64
Total non-current liabilities		**501.53**	**489.90**
Current liabilities			
Financial liabilities			
(i) Borrowings	15 (c)	1,110.53	1,314.85
(ia) Lease liabilities	15 (d)	23.77	14.27
(ii) Trade payables:			
Total outstanding dues of micro enterprises and small enterprises	18	195.69	177.45
Total outstanding dues of creditors other than micro enterprises and small enterprises	18	1,908.19	1,715.01
(iii) Other financial liabilities	16	1,051.94	894.12
Other current liabilities	19	395.03	410.57
Provisions	17	89.72	74.40
Current tax liabilities (net)		81.82	6.07
Total current liabilities		**4,856.69**	**4,606.74**
Total Equity and Liabilities		**7,968.53**	**7,449.36**
Corporate information and material accounting policies	1 & 2		
Notes to the consolidated financial statements	3 to 48		

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

In terms of our report of even date.

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

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Pranav Jain
Partner
Membership No. 098308

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri & Consumer Products Limited

Place : New Delhi
Date : 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Statement of Profit and Loss for the period ended 30 June 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(₹ in million)

	Notes	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Continuing operations			
Revenue from operations	20	3,581.41	12,532.63
Other Income	21	9.30	14.19
Total income		**3,590.71**	**12,546.82**
EXPENSES			
Cost of materials consumed	22	1,933.48	6,862.24
Purchases of stock-in-trade	23	122.42	325.08
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(113.75)	(90.71)
Employee benefits expense	25	347.80	1,298.03
Finance costs	26	41.17	196.35
Depreciation & amortization expense	27	39.15	150.47
Other expenses	28	869.03	3,065.84
Total expenses		**3,239.30**	**11,807.30**
Profit before exceptional items and tax from continuing operations		**351.41**	**739.52**
Exceptional items		-	334.82
Profit before tax from continuing operations		**351.41**	**404.70**
Tax Expenses:	29		
- Current Tax		75.75	3.31
- Deferred tax charge		15.96	94.61
Net profit for the period/year from continuing operations		**259.70**	**306.78**
Discontinued operations			
Loss for the period/year from discontinued operations before tax	31	(2.61)	(9.59)
Tax expenses of discontinued operations		-	-
Net loss for the period/year from discontinued operations		**(2.61)**	**(9.59)**
Net profit for the period/year from continuing operations and discontinued operations		**257.09**	**297.19**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss:			
Changes in fair value of investments which are classified at fair value through OCI		0.04	0.37
Re-measurement loss on defined benefit plans		(0.59)	(4.66)
Income tax credit relating to items that will not be reclassified to profit or loss	29	(0.14)	(1.09)
Items that will be reclassified to profit or loss and its related income tax effects (Net of income tax)			
Exchange differences in translating the financial statements of foreign operations		(0.13)	0.18
Cash flow hedge reserve		0.14	0.11
Income tax charge relating to items that will be reclassified to profit or loss	29	0.04	0.03
Other comprehensive loss for the period/year (net of tax)		**(0.44)**	**(2.94)**
Total comprehensive income for the period/year		**256.65**	**294.25**
Profit is attributable to:			
Owners of the Company		257.09	297.19
Non-controlling interests		-	-
		257.09	**297.19**
Other comprehensive income/(loss) is attributable to:			
Owners of the Company		(0.44)	(2.94)
Non-controlling interests		-	-
		(0.44)	**(2.94)**
Total comprehensive income is attributable to:			
Owners of the Company		256.65	294.25
Non-controlling interests		-	-
		256.65	**294.25**
Earnings per equity share of ₹ 10 each:	47		
From continuing operations			
Basic	₹	17.16	20.36
Diluted	₹	16.91	20.12
From discontinued operations			
Basic	₹	(0.17)	(0.64)
Diluted	₹	(0.17)	(0.64)
From continuing operations and discontinued operations			
Basic	₹	16.99	19.72
Diluted	₹	16.74	19.48
Corporate information and material accounting policies	1 & 2		
Notes to the consolidated financial statements	3 to 48		

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements

In terms of our report of even date.

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

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

Pranav Jain
Partner
Membership No. 098308

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place : New Delhi
Date : 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Statement of Changes in Equity for the period ended 30 June 2024
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

A. Equity share capital

(₹ in million)

Balance as at 01 April 2023	**150.67**
Changes in the equity share capital during the year	-
Balance as at 31 March 2024	**150.67**
Changes in the equity share capital during the period	-
Balance as at 30 June 2024	**150.67**

B. Other Equity

(₹ in million)

	Attributable to owners of the Company										Attributable to non-controlling interest	Total
	Capital reserve	Securities premium	General reserve	Share based expense reserve*	Retained earnings	Items of other Comprehensive Income				Total attributable to owners of the Company		
						Equity instruments through OCI	Re-measurement of defined benefit plans	Cash hedge reserve	Foreign currency translation reserve			
As at 01 April 2023	-	**1,225.42**	**200.31**	**22.72**	**425.84**	**0.30**	**(4.51)**	**(0.19)**	**7.20**	**1,877.09**	-	**1,877.09**
Profit for the year	-	-	-	-	297.19	-	-	-	-	297.19	-	297.19
Other comprehensive income/(loss)	-	-	-	-	-	0.37	(3.57)	0.08	0.18	(2.94)	-	(2.94)
Total comprehensive income/(loss) for the year	-	-	-	-	**297.19**	**0.37**	**(3.57)**	**0.08**	**0.18**	**294.25**	-	**294.25**
Employee share based expense	-	-	-	30.71	-	-	-	-	-	30.71	-	30.71
As at 31 March 2024	-	**1,225.42**	**200.31**	**53.43**	**723.03**	**0.67**	**(8.08)**	**(0.11)**	**7.38**	**2,202.05**		**2,202.05**
Profit for the period	-	-	-	-	257.09	-	-	-	-	257.09	-	257.09
Other comprehensive income/(loss)	-	-	-	-	-	0.04	(0.45)	0.10	(0.13)	(0.44)	-	(0.44)
Total comprehensive income/(loss) for the period	-	-	-	-	**257.09**	**0.04**	**(0.45)**	**0.10**	**(0.13)**	**256.65**	-	**256.65**
Employee share based expense	-	-	-	0.94	-	-	-	-	-	0.94	-	0.94
As at 30 June 2024	-	**1,225.42**	**200.31**	**54.37**	**980.12**	**0.71**	**(8.53)**	**(0.01)**	**7.25**	**2,459.64**	-	**2,459.64**

* Refer note 42.

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New Delhi
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Notes:

- **Securities 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 expense reserve**

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

- **Equity instrument through OCI**

The Group 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 Group transfers amount therefrom to retained earnings when the relevant securities are derecognized.

- **Re-measurement of defined benefit plans**

Re-measurement of defined benefit plans comprises actuarial gains and losses and return on plan assets.

- **Cash hedge reserve**

The Group uses hedging instruments as part of its management of related foreign currency risk. For hedging related foreign currency risk, the Group 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 Consolidated 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 operations 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 Group dispose or partially dispose off its interest in a foreign operation through sale, liquidation, repayment of share capital or abandonment of all, or part of, that entity.

The accompanying notes "1" to "48" form an integral part of the consolidated financial statements.

In terms of our report of even date.
For BGJC & Associates LLP
Chartered Accountants
Firm's Registration Number : 003304N/N500056

For and on behalf of Board of **Jubilant Agri and Consumer Products Limited**

BGJC & Associates LLP New Delhi Chartered Accountants

Pranav Jain
Partner
Membership No. 098308

Brijesh Kumar
Company Secretary
Membership No. A36070

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Director
DIN: 00020603

Jubilant Agri & Consumer Products Limited

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

Place: New Delhi
Date: 04 November, 2024

Place: Gurugram
Date: 04 November, 2024

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Consolidated Statement of Cash Flows for the period ended 30 June 2024

(₹ in million)

		For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
A.	**Cash flow from operating activities:**		
	Net profit/(loss) before tax		
	Continuing operations	351.41	404.70
	Discontinued operations	(2.61)	(9.59)
	Adjustments for:		
	Depreciation & amortization expense	39.15	150.48
	Loss/(Gain) on sale/disposal/discard/impairment of property, plant and equipment (net)	-	1.77
	Finance costs	41.17	196.35
	Employee share-based payment expense	0.94	30.71
	Unrealized loss/(gain) on foreign exchange (net)	0.12	(1.13)
	Gain on termination of lease	-	(0.60)
	Property, plant and equipment written off	-	20.66
	Interest income	(0.10)	(0.70)
		81.28	397.54
	Operating cash flow before working capital changes	**430.08**	**792.65**
	Adjustments for:		
	Increase in trade receivables, loans, other financial assets and other assets	(480.36)	(137.11)
	Increase in inventories	(35.30)	(477.70)
	Increase in trade payables, other financial liabilities, other liabilities and provisions	348.44	633.61
	Cash generated from operations	**262.86**	**811.45**
	Direct taxes (paid)/refund (net)	(30.28)	(55.35)
	Net cash generated from operating activities	**232.58**	**756.10**
B.	**Cash flow from investing activities:**		
	Purchases of property, plant and equipment and other intangible assets	(68.74)	(199.19)
	Sale of property, plant and equipment	0.09	11.07
	Interest received	0.22	1.27
	Net cash used in investing activities	**(68.43)**	**(186.85)**
C.	**Cash flow arising from financing activities:**		
	Proceeds from long term borrowings (Refer note 36)	-	170.00
	Repayment of long term borrowings (Refer note 36)	(31.55)	(295.66)
	Payment of lease obligation	(10.19)	(43.39)
	Repayment of short term borrowings (net) (Refer note 36)	(204.32)	(137.24)
	Finance costs paid	(39.84)	(163.96)
	Net cash outflow in course of financing activities	**(285.90)**	**(470.25)**
D.	**Effect of exchange rate changes**		
	Exchange difference in translating the financial statements	**(0.13)**	**0.18**
	Net (decrease)/increase in cash & cash equivalents (A+B+C+D)	(121.88)	99.18
	Add: Cash & cash equivalents at the beginning of the year	152.08	52.90
	Cash & cash equivalents at the end of the period/year	**30.20**	**152.08**

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New Delhi
Chartered Accountants

Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

(₹ in million)

	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Components of cash and cash equivalents		
Balance With Banks		
- On current accounts	30.18	152.06
- On fixed deposits with original maturity of 3 months or less	-	-
Cash on hand	0.02	0.02
	30.20	**152.08**

Notes:

i) Consolidated 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 and capital advances/payables during the year/period.

In terms of our report of even date.

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

Pranav Jain
Partner
Membership No. 098308

Place: New Delhi
Date : 04 November, 2024

Brijesh Sharma
Company Secretary
Membership No. A36070

Place: Gurugram
Date: 04 November, 2024

Umesh Sharma
Chief Financial Officer

For and on behalf of the board
Jubilant Agri and Consumer Products Limited

Priyavrat Bhartia
Chairman
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri & Consumer Products Limited

Notes to the consolidated financial statements for the period ended 30 June 2024
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

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 consolidated financial statements of the Company as at and for the period ended on 30 June 2024 comprise the Company and its subsidiary (together referred to as "the Group"). Presently, the Group is engaged in the business of manufacturing and sale of agri, industrial polymers and consumer products. The Group caters to both domestic and international markets. The registered office of the Company is situated at Bhartiagram, Gajraula District Amroha-244 223.

2. Material accounting policies

This note provides material accounting policies adopted and applied in the preparation of these consolidated 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 consolidated 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 C of the proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12th August, 2022.

(iii) Historical cost convention

The consolidated 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) Principles of consolidation

The consolidated financial statements comprises the financial statement of the Company and its subsidiary as at 30 June 2024. Subsidiaries are those entities in which the parent directly or indirectly has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities.

BGJC & Associates LLP New Delhi Chartered Accountants

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The details of the consolidated entities are as follows:

Sr. No.	Name	Country of Incorporation	Name of the Parent	Percentage of ownership
1	Jubilant Industries Inc. USA	United States of America	Jubilant Agri and Consumer Products Ltd.	100%

(c) Consolidation procedure

The financial statements of the subsidiaries are combined on a line-by–line basis by adding together the like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with IND AS 110 –'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time. The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.

(d) Business combinations

Business combinations (other than common control business combinations) are accounted for using the purchase (acquisitions) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expenses as incurred.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in the other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in the consolidated financial statements of the Group in the same form in which they appeared in the financial statement of the acquired entity. The differences, if any, between

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the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

(e) Current versus non-current classification

The Group 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 Group 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.

The Group 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. Each entity of the Group has identified twelve months as its operating cycle for the purpose of current-non-current classification of assets and liabilities.

(f) 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 Group and the cost of the item can be measured reliably. The carrying

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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 Consolidated 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

For Indian entities, 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
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 land, which qualify as finance lease is amortised over the lease period on straight line basis.

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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 Consolidated Statement of Profit and Loss.

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

Discontinued operations is a component of the Group 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 Consolidated Statement of Profit and Loss.

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

(h) 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 Group'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 Group 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

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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.

(i) 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 Group 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 amortisation is included in other income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated 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.

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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 Consolidated 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 Group 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 Consolidated 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. Equity Instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI then all fair value changes on the instrument as at FVOVI, 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 Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group 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 Consolidated Statement of Profit and Loss.

Impairment of Financial assets

The Group 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

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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 Consolidated Statement of Profit and Loss.

De-recognition

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

- The rights to receive cash flows from the asset have expired, or
- The Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Consolidated 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 Consolidated Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in Consolidated 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 Consolidated Statements of Profit and Loss.

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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.

The Group 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 Group 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 Group 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 Group designate 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.

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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.

Derivatives that are not designated as hedges

The Group 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 the Consolidated Balance Sheet when, and only when, the Group 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.

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Notes to the consolidated financial statements for the period ended 30 June 2024
[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

(j) 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.

(k) 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.

(l) Provisions

A provision is recognised if, as a result of a past event, the Group 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.

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(m) 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 Group. 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.

(n) Revenue recognition

The Group's revenue is derived from single performance obligation under arrangements in which the transfer of control of product and the fulfilment of Group'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 Group 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 Group 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.

In case of revenue arrangements with tie up units, the group has concluded that it is acting as an agent in all such revenue arrangements since the group is not the primary obligor in all such revenue arrangements and has no pricing latitude and is not exposed to inventory and credit risks. Group 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.

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.

(o) 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 Group 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 (applicable for Indian entities of the Group), 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 Group is funded with Life Insurance Corporation of India.

b) Superannuation

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

c) Provident Fund

(i) The Group 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 Group 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 Group's obligation in this regard is determined by an independent actuary and provided for if the circumstances indicate that the Trust may not be

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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) Group's contribution to the provident fund is charged to Consolidated Statement of Profit and Loss.

d) Foreign subsidiary make contribution to various social security plans and insurance schemes as per local requirements and generally accepted practices in its country of incorporation. Such contributions are charged to Consolidated Statement of Profit and Loss on accrual basis in the year in which liability to pay arise.

(iii) Other long-term employee benefits:

Compensated absences

As per the Group'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 Group'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 Consolidated 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 Consolidated 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

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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 Consolidated 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 Consolidated 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).

(p) Share based payments

The grant date fair value of options granted (net of estimated forfeiture) to employees of the Group 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.

(q) 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 Consolidated 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.

(r) Income tax

Income tax expense comprises current and deferred tax. It is recognised in Consolidated 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.

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- **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 Group 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 Group 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 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 Group 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.

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(s) Leases

The Group 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.

Group as a lessee

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

The Group 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 Group 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 Group 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 Group 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 Group 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.

(t) 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 Parent 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.

(u) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is also the Parent company's functional currency.

(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 Consolidated Statement of Profit and Loss.

(iii) Group companies

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.

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 Consolidated 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.

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(v) 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 Group will comply all attached conditions.

Government grants relating to income are deferred and recognised in the Consolidated 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 Consolidated Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

(w) Earnings per share

(i) Basic earnings per share

Basic earnings per share, is calculated by dividing:

- the profit attributable to owners of the Group
- 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.

(x) 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).

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The Group 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 Group 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 Group 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.

(y) Critical estimates and judgements

The preparation of Consolidated 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 Consolidated 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(h) and 2(i).
- Assessment of useful life of property, plant and equipment and intangible asset- Note 2(f).
- Estimation of assets and obligations relating to employee benefits- Note 32.
- Share-based payments- Note 42.
- Valuation of inventories- Note 2(j).
- Recognition of revenue and related accruals- Note 2(n).
- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources- Note 39.
- Lease classification- Note 41.
- Fair value measurements Note 2(x).

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Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Notes to the consolidated financial statements for the period ended 30 June 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

3. Property, plant and equipment

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION/AMORTISATION/IMPAIRMENT				NET BLOCK
	Total As at 01 April 2024 (Post Scheme)	Additions/ adjustments during the period	Deductions/ adjustments during the period	Total As at 30 June 2024 (Post Scheme)	Total As at 01 April 2024 (Post Scheme)	Provided for the period	Deductions/ adjustments during the period	Total As at 30 June 2024 (Post Scheme)	Total As at 30 June 2024 (Post Scheme)
Land									
(a) Freehold	59.87	-	-	59.87	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	18.15	2.36	0.08	-	2.44	15.71
Buildings									
(a) Factory	323.18	3.90	-	327.08	100.24	2.69	-	102.93	224.15
(b) Others	47.04	-	-	47.04	5.64	0.21	-	5.85	41.19
Plant & machineries	1,734.83	11.40	-	1,746.23	560.42	24.15	-	584.57	1,161.66
Furniture & fixtures	11.95	0.12	-	12.07	4.14	0.21	-	4.35	7.72
Office equipments	54.39	2.72	0.15	56.96	37.47	2.13	0.06	39.54	17.42
Right of use assets	208.10	50.20	-	258.30	40.11	8.01	-	48.12	210.18
TOTAL	**2,457.51**	**68.34**	**0.15**	**2,525.70**	**750.38**	**37.48**	**0.06**	**787.80**	**1,737.90**
Less: Depreciation/Amortization related to discontinued operations						-			
Depreciation/Amortization related to continuing operations						**37.48**			

Notes:

(i)Assets classified as held for sale ₹ 0.43 million (Previous Year: ₹ 0.43 million).

(ii) Property, plant and equipment of the Company are charged in favour of bankers for term loan. (Refer note 15)

(iii) During the current financial period and previous financial year, no borrowing cost has been capitalized on property, plant and equipment.

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION/AMORTISATION/IMPAIRMENT				NET BLOCK
	Total As at 01 April 2023 (Post Scheme)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 01 April 2023 (Post Scheme)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 31 March 2024 (Post Scheme)
Land									
(a) Freehold	59.87	-	-	59.87	-	-	-	-	59.87
(b) Leasehold	18.15	-	-	18.15	2.05	0.31	-	2.36	15.79
Buildings									
(a) Factory	302.68	20.50	-	323.18	87.09	13.15	-	100.24	222.94
(b) Others	45.89	1.15	-	47.04	4.81	0.83	-	5.64	41.40
Plant & machineries	1,606.46	166.41	38.04	1,734.83	490.14	85.43	15.15	560.42	1,174.41
Furniture & fixtures	8.64	3.31	-	11.95	3.46	0.68	-	4.14	7.81
Office equipments	49.38	5.90	0.89	54.39	29.45	8.68	0.66	37.47	16.92
Right of use assets	260.09	2.20	54.19	208.10	49.24	34.78	43.91	40.11	167.99
TOTAL	**2,351.16**	**199.47**	**93.12**	**2,457.51**	**666.24**	**143.86**	**59.72**	**750.38**	**1,707.13**
Less: Depreciation/Amortization related to discontinued operations						0.01			
Depreciation/Amortization related to continuing operations						**143.85**			

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Jubilant Agri And Consumer Products Limited (CIN-U52100UP2008PLC035862)

Notes to the consolidated financial statements for the period ended 30 June 2024

[Taking into account the effect of Part C of the Composite Scheme of Arrangement (Scheme)]

4. Capital work-in-progress

(₹ in million)

	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Balance at the beginning	46.14	48.23
Additions during the period/year	96.62	195.18
Capitalized during the period/year	18.14	197.27
Balance at the end	**124.62**	**46.14**

5. Other intangible assets

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION / AMORTISATION/IMPAIRMENT				NET BLOCK
	Total As at 01 April 2024 (Post Scheme)	Additions/ adjustments during the period	Deductions/ adjustments during the period	Total As at 30 June 2024 (Post Scheme)	Total As at 01 April 2024 (Post Scheme)	Provided for the period	Deductions/ adjustments during the period	Total As at 30 June 2024 (Post Scheme)	Total As at 30 June 2024 (Post Scheme)
Software	8.60	0.90	-	9.50	4.19	1.31	-	5.50	4.00
License	26.28	-	-	26.28	23.08	0.36	-	23.44	2.84
TOTAL	**34.88**	**0.90**	**-**	**35.78**	**27.27**	**1.67**	**-**	**28.94**	**6.84**

(₹ in million)

Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION / AMORTISATION/IMPAIRMENT				NET BLOCK
	Total As at 01 April 2023 (Post Scheme)	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 01 April 2023 (Post Scheme)	Provided for the year	Deductions/ adjustments during the year	Total As at 31 March 2024 (Post Scheme)	Total As at 31 March 2024 (Post Scheme)
Software	7.61	0.99	-	8.60	2.84	1.35	-	4.19	4.41
License	26.28	-	-	26.28	17.81	5.27	-	23.08	3.20
TOTAL	**33.89**	**0.99**	**-**	**34.88**	**20.65**	**6.62**	**-**	**27.27**	**7.61**

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 30 June 2024 (Post Scheme)		As at 31 March 2024 (Post Scheme)	
		Non-current	Current	Non-current	Current
6.	**Loans**				
	Loan receivable considered good - Unsecured:				
	- Loan to employees	0.88	0.56	0.86	0.59
	Total loans	**0.88**	**0.56**	**0.86**	**0.59**
7.	**Other financial assets**				
	Interest accrued	-	0.57	-	0.69
	Security deposits	13.57	3.43	13.57	3.43
	Recoverable from related parties (Refer note 38)	-	2.35	-	2.35
	Others	0.29	-	0.29	-
	Total other financial assets	**13.86**	**6.35**	**13.86**	**6.47**

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 Group'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	Unabsorbed depreciation	Others	Total
As at 01 April 2023 (Post Scheme)	**35.36**	**22.62**	**146.26**	**10.57**	**214.81**
Charged/(Credited)					
- to consolidated statement of profit and loss	2.27	(4.42)	85.96	7.52	91.33
- to other comprehensive income	(1.12)	-	-	0.06	(1.06)
As at 31 March 2024 (Post Scheme)	**34.21**	**27.04**	**60.30**	**2.99**	**124.54**
Charged/(Credited)					
- to consolidated statement of profit and loss	47.57	39.19	60.29	(31.71)	115.34
- to other comprehensive income	(0.15)	-	-	0.01	(0.14)
As at 30 June 2024 (Post Scheme)	**(13.21)**	**(12.15)**	**0.01**	**34.69**	**9.34**

Deferred tax liabilities:

(₹ in million)

	Depreciation, amortization and other temporary differences	Total
As at 01 April 2023 (Post Scheme)	**96.06**	**96.06**
Charged/(Credited)		
- to consolidated statement of profit and loss	3.28	3.28
- to other comprehensive income	-	-
As at 31 March 2024 (Post Scheme)	**99.34**	**99.34**
Charged/(Credited)		
- to consolidated statement of profit and loss	(99.38)	(99.38)
- to other comprehensive income	0.04	0.04
As at 30 June 2024 (Post Scheme)	-	-

Net deferred tax assets:

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Deferred tax assets	9.34	124.54
Deferred tax liabilities	-	99.34
Deferred tax assets (net)	**9.34**	**25.20**

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

Reconciliation of deferred tax assets (net):

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Balance as at the commencement of the year	25.20	118.75
Expense/(Credit) recognized in profit and loss during the period/year	15.96	94.61
Expense/(Credit) recognized in other comprehensive income during the period/year	(0.10)	(1.06)
Balance as at the end of the period/year	**9.34**	**25.20**

Expiry period of carried forward tax losses:

Group has unabsorbed depreciation amounting to ₹ Nil (Previous Year: ₹ 239.57 million) as at period end, available to reduce future income taxes and the same can be carried forward for an indefinite period.

(₹ in million)

	As at 30 June 2024 (Post Scheme)		As at 31 March 2024 (Post Scheme)	
	Non-current	Current	Non-current	Current
9. Other assets				
Advance to suppliers	-	93.05	-	37.07
Capital advances	5.27	-	2.76	-
Security deposits	19.16	-	17.07	-
Prepaid expenses	4.25	25.33	6.35	31.89
Advances to employees	-	26.16	-	8.70
Recoverable from/balance with government authorities	-	536.38	-	502.12
Others	-	36.25	-	15.91
Total other assets	**28.68**	**717.17**	**26.18**	**595.69**

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
10.	**Inventories**		
	Raw materials	893.17	994.25
	[including goods-in-transit ₹ 295.32 million (Previous Year: ₹ 287.83 million)]		
	Work-in-progress	422.71	405.42
	Finished goods	815.15	732.21
	Stock-in-trade	89.88	76.39
	Stores and spares	88.31	80.20
	Fuel and packing materials	77.28	62.73
	Total inventories	**2,386.50**	**2,351.20**
	Notes:		
(i)	For valuation of inventories refer note 2(j).		
(ii)	Inventories of the Company are pledged as security for borrowings taken from banks. (Refer note 15)		
11.	**Current investments**		
I.	**Quoted investment in equity shares (at fair value through other comprehensive income)**		
	448 (Previous Year: 448) equity shares of ₹ 10 each		
	Voith Paper Fabrics India Limited	0.88	0.84
II.	**Unquoted investment in equity shares (at cost)**		
	530 (Previous Year: 530) equity shares of ₹ 10 each		
	Minerva Holding Limited*	-	-
	132 (Previous Year: 132) equity shares of ₹ 10 each		
	Kashipur Holdings Limited*	-	-
	Total current investments	**0.88**	**0.84**

* Shares were received free of cost under the Scheme of Arrangement (1997) approved by the Hon'ble High Court of Allahabad.

11.1 Additional information

(₹ in million)

	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Aggregate amount of quoted investments	0.08	0.08
Market value of quoted investments	0.88	0.84
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	-	-

(₹ in million)

		As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
12.	**Trade receivables**		
	(Current)		
	Trade receivable considered good - Unsecured	2,820.06	2,461.10
	Trade receivable-credit impaired	50.06	42.83
		2,870.12	**2,503.93**
	Less: Allowance for expected credit loss	50.06	42.83
	Total receivables	**2,820.06**	**2,461.10**

12.1 Trade receivable includes subsidy receivable ₹ 696.20 million (Previous Year: ₹607.59 million).

(₹ in million)

		As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
13(a).	**Cash and cash equivalents**		
	Balance With Banks		
	- On current accounts	30.18	152.06
	- On fixed deposits with original maturity of 3 months or less	-	-
	Cash on hand	0.02	0.02
	Total cash and cash equivalents	**30.20**	**152.08**
13(b).	**Bank balances other than cash and cash equivalents**		
	Margin money with bank*	1.71	1.71
	Total bank balances other than cash and cash equivalents	**1.71**	**1.71**

* For bank guarantees in favour of government authorities.

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
14.	**Equity share capital**		
	Authorized		
	7,79,77,617 (Previous Year: 7,79,77,617) equity shares of ₹ 10 each	779.78	779,78
		779.78	**779,78**
	Issued, subscribed and paid-up		
	Nil (Previous Year: Nil) equity shares of ₹ 10 each	-	-
	Total equity share capital	-	-

14.1 Movement in equity share capital:

	As at 30 June 2024 (Post Scheme)		As at 31 March 2024 (Post Scheme)	
	No. of shares	₹ in million	No. of shares	₹ in million
At the commencement of the year	1,50,67,101	150.67	1,50,67,101	150.67
Add: Issued during the period/year	-	-	-	-
At the end of the period/year	**1,50,67,101**	**150.67**	**1,50,67,101**	**150.67**

14.2 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.

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

	As at 30 June 2024 (Post Scheme)		As at 31 March 2024 (Post Scheme)	
	No. of shares	% held	No. of shares	% held
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 30)	53,18,439	35.30%	53,18,439	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 30)	52,33,903	34.74%	52,33,903	34.74%

14.4 **Information regarding issue of shares in the last five years**

i) The Company will issue 1,50,67,101 equity shares, pursuant to Composite Scheme of Arrangement without payment being to be received in cash (Refer note 30).

ii) The Company has not issued any bonus shares.

iii) The Company has not undertaken any buy-back of shares.

14.5 **Disclosure of Shareholding of Promoters**

	As at 30 June 2024 (Post Scheme)		As at 31 March 2024 (Post Scheme)		% 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 Bhartia	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%	-
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 30)	53,18,439	35.30%	53,18,439	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 30)	52,33,903	34.74%	52,33,903	34.74%	-
Jubilant Consumer Private Limited	2,78,522	1.85%	2,78,522	1.85%	-

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

(₹ in million)

		As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
14 (a).	**Other equity**		
	Securities premium	1,225.42	1,225.42
	General reserve	200.31	200.31
	Share based expense reserve	54.37	53.43
	Retained earnings	980.12	723.03
	Items of other comprehensive income:		
	Equity instruments through OCI	0.71	0.67
	Re-measurement of defined benefit plans	(8.53)	(8.08)
	Cash hedge reserve	(0.01)	(0.11)
	Foreign currency translation reserve	7.25	7.38
	Total other equity	**2,459.64**	**2,202.05**

(₹ in million)

		As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
15(a).	**Non-current borrowings**		
	Term loans from banks		
	Indian rupee loans (secured)	214.39	245.94
	Less: Current maturities of non-current borrowings	126.18	126.18
	Total non-current borrowings	**88.21**	**119.76**
15(b).	**Lease liabilities**		
	Non-current portion of lease liabilities	206.53	171.32
	Total non-current lease liabilities	**206.53**	**171.32**
15(c).	**Current borrowings**		
	From banks (Secured):		
	Cash credit and working capital loans	984.35	1,188.67
	Current maturities of non-current borrowings	126.18	126.18
	Foreign currency term loan	-	-
	From others (Unsecured):		
	MSME Treds borrowings	-	-
	Total current borrowings	**1,110.53**	**1,314.85**
15(d).	**Lease liabilities**		
	Current portion of lease liabilities	23.77	14.27
	Total current lease liabilities	**23.77**	**14.27**

15.1 Nature of security of non-current borrowings and other terms of repayment

15.1.1 Term loan I availed from HDFC Bank Limited amounting to ₹ 41.67 million (Previous Year: ₹ 50.00 million) including current maturities of ₹ 33.33 million (Previous Year: ₹ 33.33 million) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

15.1.2 Term loan II availed from HDFC Bank Limited amounting to ₹ 45.23 million (Previous Year: ₹ 54.27 million) including current maturities of ₹ 36.18 million (Previous Year: ₹ 36.18 million) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.3 Term loan III availed from HDFC Bank Limited amounting to ₹ 127.50 million (Previous Year: ₹ 141.67 million) including current maturities of ₹ 56.67 million (Previous Year: ₹ 56.67 million) is secured by first pari passu charge on all movable fixed assets (both present and future) of the Company.

15.1.4 Term loan II availed from HDFC Bank Limited is repayable in remaining five equal quarterly instalments, payable up to September 2025.

15.1.5 Term loan III availed from HDFC Bank Limited is repayable in remaining five equal quarterly instalments, payable up to September 2025.

15.1.6 Term loan IV availed from HDFC Bank Limited is repayable in remaining nine equal quarterly instalments, payable up to September 2026.

15.2 Nature of security of current borrowings and other terms of repayment

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. Short term borrowings from banks are availed in Indian rupees and in foreign currency.

15.2.2 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.

15.2.3 There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(₹ in million)

		As at 30 June 2024 (Post Scheme)		As at 31 March 2024 (Post Scheme)	
		Non-current	Current	Non-current	Current
16.	**Other financial liabilities**				
	Capital creditors	-	41.54	-	10.25
	Employee benefits payable	-	92.08	-	85.54
	Security deposit	82.47	2.75	79.18	2.66
	Interest accrued but not due on borrowings	-	5.64	-	8.77
	Other payables	-	909.93	-	786.90
	Total other financial liabilities	**82.47**	**1,051.94**	**79.18**	**894.12**
17.	**Provisions**				
	Provisions for employee benefits (Refer note 32)	124.32	89.54	119.64	74.10
	Other provisions	-	0.18	-	0.30
	Total provisions	**124.32**	**89.72**	**119.64**	**74.40**

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18. Trade payables

(₹ in million)

	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
(Current)		
Total outstanding dues of micro enterprises and small enterprises [Refer note 44 (vii)]	195.69	177.45
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,908.19	1,715.01
Total trade payables	**2,103.88**	**1,892.46**

(₹ in million)

	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
19. Other current liabilities		
Advance from customers	40.08	68.32
Statutory dues payables	351.24	333.11
Others	3.71	9.14
Total other current liabilities	**395.03**	**410.57**

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(₹ in million)

		For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
20.	**Revenue from operations**		
	Sale of products		
	- Domestic [including ₹ 267.08 million (Previous Year: ₹ 902.75 million) subsidy on fertilizers]	2,745.52	9,542.46
	-Export	824.46	2,966.27
	Other operating revenue	11.43	23.90
	Total revenue from operations	**3,581.41**	**12,532.63**
21.	**Other income**		
	Interest income [including interest on income tax refund of ₹ Nil (Previous Year: ₹ 0.16 million)]	0.10	1.03
	Insurance claim	-	4.40
	Net gain on sale/disposal of property, plant and equipment	-	-
	Gain on termination of lease	-	0.60
	Rent received	0.86	3.46
	Bad Debts/ irrecoverable advances & receivables written in (net)	7.31	-
	Other non-operating income	1.03	4.70
	Total other income	**9.30**	**14.19**
22.	**Cost of materials consumed**		
	Raw & process materials consumed	1,933.48	6,862.24
	Total cost of materials consumed	**1,933.48**	**6,862.24**
23.	**Purchases of stock-in-trade**		
	Purchases of stock-in-trade	122.42	325.08
	Total purchases of stock-in-trade	**122.42**	**325.08**
24.	**Changes in inventories of finished goods, stock-in-trade and work-in-progress**		
	Opening balance		
	Work-in-progress	405.42	333.70
	Finished goods	732.21	737.67
	Stock-in-trade	76.39	49.08
	Total opening balance	**1,214.02**	**1,120.45**
	Closing balance		
	Work-in-progress	422.71	405.42
	Finished goods	815.15	732.21
	Stock-in-trade	89.88	76.39
	Total closing balance	**1,327.74**	**1,214.02**
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(113.72)**	**(93.57)**
	Add: Foreign currency translation adjustment	(0.03)	2.86
	Less: Decrease of finished goods, stock-in-trade and work-in-progress of IMFL business	-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(113.75)**	**(90.71)**
25.	**Employee benefits expense**		
	Salaries, wages, bonus, gratuity and allowances	318.40	1,172.65
	Contribution to provident and other funds	13.84	50.49
	Employee share based expense	0.94	10.11
	Staff welfare expenses	14.62	64.78
	Total employee benefits expense	**347.80**	**1,298.03**
26.	**Finance costs**		
	Interest expense	36.61	170.61
	Other finance costs	4.49	23.96
	Exchange difference to the extent considered as an adjustment to finance costs	0.07	1.78
	Total finance costs	**41.17**	**196.35**

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(₹ in million)

		For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
27.	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment [Including amortization of Right of use (ROU) assets]	37.48	143.85
	Amortization of intangible assets	1.67	6.62
	Total depreciation and amortization expense	**39.15**	**150.47**
28.	**Other expenses**		
	Power and fuel	75.34	259.56
	Stores, spares and packing materials consumed	189.14	715.82
	Job work charges	1.97	4.11
	Repairs and maintenance:		
	Plant and machineries	20.91	101.46
	Buildings	0.89	6.63
	Others	14.87	63.99
	Rent	10.87	38.15
	Rates & taxes	2.46	11.37
	Insurance	9.24	33.86
	Advertisement, publicity & sales promotion	157.82	635.28
	Travelling & other incidental expenses	44.27	164.78
	Vehicle running & maintenance	0.27	2.79
	Printing & stationery	1.20	10.69
	Communication expenses	2.96	9.99
	Staff recruitment & training	21.50	4.19
	Legal, professional and consultancy charges (Refer note 45)	40.03	171.03
	Directors' sitting fees	0.73	1.72
	Bank charges	4.06	17.61
	Foreign exchange fluctuation - net	0.15	1.70
	CSR expenses [Refer note 44 (viii)]	3.18	11.45
	Freight & forwarding	220.41	638.45
	Commission on Sales	13.84	39.35
	Discounts, claims to customers and other selling expenses	30.57	94.18
	Bad Debts/ irrecoverable advances & receivables written off (net)	-	0.61
	Net loss on sale/disposal of property, plant and equipment	-	1.77
	Property, plant and equipment written off	-	20.66
	Miscellaneous expenses	2.35	4.64
	Total other expenses	**869.03**	**3,065.84**

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29. Income tax

The major components of income tax expense are:

Profit or loss section

(₹ in million)

	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Current income tax:		
Current income tax charge for the period/year	75.75	5.51
Adjustments in respect of current income tax of previous years	-	(2.20)
	75.75	**3.31**
Deferred tax:		
Deferred tax charge/(credit)	15.96	94.61
	15.96	**94.61**
Income tax expense reported in the Consolidated statement of profit and loss	**91.71**	**97.92**

OCI section

(₹ in million)

	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Tax credit related to items that will not be reclassified to profit or loss	(0.14)	(1.09)
Tax charge related to items that will be reclassified to profit or loss	0.04	0.03
Income tax charged to OCI	**(0.10)**	**(1.06)**

Reconciliation between average effective rate and applicable tax rate:

(₹ in million)

	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Accounting profit before income tax	348.80	395.11
At India's statutory income tax rate 25.168% (Previous Year: 25.168%)	87.77	94.17
- Effect of non deductible expenses	1.02	2.95
- Effect of non taxable income & others	2.92	3.00
- Change in statutory tax rate	-	-
- Adjustment of earlier years	-	(2.20)
Income tax expense reported in the Consolidated statement of profit and loss	**91.71**	**97.92**

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30. Composite Scheme of Arrangement

(a) Proposed Composite Scheme of Arrangement (Scheme), approved by the Board on 12 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 17 February, 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 Companies as mentioned above in note 30 (a).

Further, Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT) has approved the above mentioned Composite Scheme of Arrangement on August 07, 2024 and a certified copy of the order of Hon'ble NCLT on form no. CAA.7 has been received by the Company on September 03, 2024.

(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 1,05,52,342 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**
Assets		
Cash and cash equivalents	A	10.68
Liabilities		
Other current liabilities	B	0.16
Equity		
General reserve*	C	(38.33)
Retained earnings (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, 1,05,52,342 fully paid up equity shares of the face value of ₹ 10 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".

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(i) Pursuant to the scheme, Jubilant Industries Inc. USA (JIL USA), wholly owned subsidiary of Jubilant Industries Limited will became the wholly owned subsidiary of the Company.

Financial position of Jubilant Industries Inc. USA as at 01 July 2022 was as under:

(₹ in million)

Particulars	Amount
Assets:	
Property, plant and equipment	0.03
Inventories	281.83
Trade receivables	102.52
Cash and cash equivalents	26.16
Other current assets	2.82
Total Assets	**413.36**
Equity and liabilities:	
Equity share capital	0.01
Other equity:	
Securities Premium	10.74
Retained earnings	53.70
Foreign currency translation reserve	9.64
Liabilities:	
Trade payables	324.80
Other financial liabilities	9.25
Other liabilities	1.00
Current tax liabilities (net)	4.22
Total Equity and liabilities	**413.36**

Taking in to account the effect of Part C of the Scheme, Consolidated Balance Sheet of Jubilant Agri and Consumer Products Limited was as under:

(₹ in million)

Particulars	As at 01 July 2022 (Post Scheme)			
	JACPL Standalone (Post Scheme)	JIL USA	Elimination	JACPL Consolidated (Post Scheme)
ASSETS				
Non-current assets				
Property, plant and equipment	1,683.61	0.03	-	1,683.64
Capital work-in-progress	10.76	-	-	10.76
Other Intangible assets	12.80	-	-	12.80
Financial assets				
(i) Investments	10.75	-	10.75	-
(ii) Loans	1.07	-	-	1.07
(iii) Other financial assets	13.30	-	-	13.30
Deferred tax assets (net)	278.67	-	-	278.67
Other non-current assets	28.18	-	-	28.18
Total non-current assets	**2,039.14**	**0.03**	**10.75**	**2,028.42**
Current assets				
Inventories	2,518.64	281.83	39.52	2,760.95
Financial assets				
(i) Investments	0.45	-	-	0.45
(ii) Trade receivables	2,750.46	102.52	311.91	2,541.07
(iii) Cash and cash equivalents	26.62	26.16	-	52.78
(iv) Bank balances other than (iii) above	1.59	-	-	1.59
(v) Loans	0.97	-	-	0.97
(vi) Other financial assets	6.76	-	-	6.76
Current tax assets (net)	4.03	-	-	4.03
Other current assets	545.96	2.82	-	548.78
Total current assets	**5,855.48**	**413.33**	**351.43**	**5,917.38**
Assets classified as held for sale	13.57	-	-	13.57
Total Assets	**7,908.19**	**413.36**	**362.18**	**7,959.37**

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(₹ in million)

Particulars	As at 01 July 2022 (Post Scheme)			
	JACPL Standalone (Post Scheme)	JIL USA	Elimination	JACPL Consolidated (Post Scheme)
EQUITY AND LIABILITIES				
Equity				
Equity share capital	150.67	0.01	0.01	150.67
Other equity	1,460.05	74.08	50.26	1,483.87
Total equity	**1,610.72**	**74.09**	**50.27**	**1,634.54**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	459.94	-	-	459.94
(ia) Lease liabilities	202.34	-	-	202.34
(ii) Other financial liabilities	60.30	-	-	60.30
Provisions	128.20	-	-	128.20
Total non-current liabilities	**850.78**	**-**	**-**	**850.78**
Current liabilities				
Financial liabilities				
(i) Borrowings	1,764.05	-	-	1,764.05
(ia) Lease liabilities	27.88	-	-	27.88
(ii) Trade payables:				
Total outstanding dues of micro enterprises and small enterprises	189.52	-	-	189.52
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,538.02	324.80	311.91	2,550.91
(iii) Other financial liabilities	556.21	9.25	-	565.46
Other current liabilities	286.70	1.00	-	287.70
Provisions	84.31	-	-	84.31
Current tax liabilities (net)	-	4.22	-	4.22
Total current liabilities	**5,446.69**	**339.27**	**311.91**	**5,474.05**
Total Equity and Liabilities	**7,908.19**	**413.36**	**362.18**	**7,959.37**

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31. On September 03, 2020, the Board of Directors of the Company authorized 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 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Plant & machineries	0.43	0.43
Total	**0.43**	**0.43**

b) Financial performance related to discontinued operations:

(₹ in million)

	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
i) Revenue from operations	-	-
ii) Other income	-	0.53
iii) Total revenue (i+ii)	-	0.53
iv) Total expenses	2.61	10.12
v) Lossfrom discontinued operations before tax (iii-iv)	(2.61)	(9.59)
vi) Tax expenses	-	-
vii) Net loss from discontinued operations (v-vi)	**(2.61)**	**(9.59)**

c) Summarised Statement of cash flows of discontinued operations:

(₹ in million)

	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Cash flows from operating activities	(2.42)	(25.34)
Cash flows from investing activities	-	10.37
Cash flows from financing activities	-	-

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32 Employee benefits in respect of the Group have been calculated as under:

A. Defined Contribution Plans

The Group entities located in India have certain defined contribution plan such as provident fund, employee state insurance, employee pension scheme, employee superannuation fund wherein specified percentage is contributed to them. During the period, the Group has contributed following amounts to:

(₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Employer's contribution to provident fund	8.12	29.72
Employer's contribution to employee's pension scheme 1995	4.05	14.22
Employer's contribution to superannuation fund	0.11	0.73
Employer's contribution to employee state insurance	0.08	0.34

The Group entity located in United States of America have a 401(k) Plan, where in the regular, full time and part-time employees are eligible to participate in the defined contribution plan after completion of one month of continuous service. Participants may voluntarily contribute eligible pre-tax and post-tax compensation in 1% increments of up to 90% of their annual compensation in accordance with the annual limits as determined by the Internal Revenue Service. Eligible employees receive a 50% match of their contributions up to 6% of their eligible compensation. Employees above the age of 50 years may choose to contribute " catch-up" contributions in accordance with the Internal Revenue Service limits and are matched the same up to the maximum Group contribution 3% of eligible compensation. The Group's matching contributions vest 100% after three years of service. The Group has contributed ₹ 0.06 million (Previous Year: ₹ 0.23 million) to 401(k) plan for the period.

B. Defined Benefits Plans

i. Gratuity

Closing balances of the present value of the defined benefit obligation:

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Present value of obligation at the end of the period/year	116.32	112.85

Fair value of the plan assets:

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Present vale of obligation at the end of the period/year	116.32	112.85
Fair value of plan assets at the end of the period/year	13.49	13.49
Net liabilities recognized in the Balance Sheet	102.83	99.36

* In respect of one unit of the Company, the plan assets were invested in insurer managed funds.

C. Other long term benefits (compensated absences)

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Present value of obligation at the end of the period/year	38.27	36.45

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33. Fair value measurement

(₹ in million)

Particulars	Note	Level of hierarchy	30 June 2024 (Post Scheme)			31 March 2024 (Post Scheme)		
			FVPL	FVOCI	Amortized Cost	FVPL	FVOCI	Amortized Cost
Financial assets								
Investments	(b, d)	1	-	0.88	-	-	0.84	-
Trade receivables	(a)		-	-	2,820.06	-	-	2,461.10
Loans	(a, b)		-	-	1.44	-	-	1.45
Cash and cash equivalents	(a)		-	-	30.20	-	-	152.08
Bank balances other than cash and cash equivalents	(a)		-	-	1.71	-	-	1.71
Other financial assets	(a, b)		-	-	20.21	-	-	20.33
Total financial assets			**-**	**0.88**	**2,873.62**	**-**	**0.84**	**2,636.67**
Financial liabilities								
Non-current borrowings (including other current maturities)	(c)	3	-	-	214.39	-	-	245.94
Current borrowings	(a)		-	-	984.35	-	-	1,188.67
Trade payables	(a)		-	-	2,103.88	-	-	1,892.46
Lease liabilities	(a)		-	-	230.30	-	-	185.59
Other financial liabilities	(a)		-	-	1,134.41	-	-	973.30
Total financial liabilities			**-**	**-**	**4,667.33**	**-**	**-**	**4,485.96**

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.

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(c) Fair value of non-current borrowings as below:

(₹ in million)

Particulars	Level	Fair value	
		30 June 2024 (Post Scheme)	31 March 2024 (Post Scheme)
Borrowings (including other current maturities)*	3	214.39	245.94
		214.39	**245.94**

* 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 period/year ended 30 June 2024 and 31 March 2024.

Reconciliation of Level 1 fair value measurement:

(₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Opening balance	0.84	0.47
Additional investments	-	-
Profit recognized in other comprehensive income	0.04	0.37
Sale of investments	-	-
Closing balance	**0.88**	**0.84**

Notes to the consolidated financial statements for the period ended 30 June 2024
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34. Financial risk management

Risk management framework

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

The Group, 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 Group 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 Group if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group'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 Group has established a credit policy under which new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group'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 Group 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 Group 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 ₹ 35.95 million (Previous Year: ₹ 64.74 million).

Movement in Allowance for expected credit loss is as follows:

(₹ in million)

Particulars	30 June 2024 (Post Scheme)	31 March 2024 (Post Scheme)
Balance at the beginning of the year	42.83	39.63
Add: Provided during the period/year	7.23	3.31
Less: Amount written off	-	0.11
Balance at the end of the period/year	50.06	42.83

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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 Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group'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 Group's reputation.

The Group'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 Parent Company's Board of Directors and appropriate decisions are taken according to the situation.

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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 30 June 2024 (Post Scheme)	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
Borrowings (1)	1,198.74	1,198.74	1,110.53	88.21
Trade payables	2,103.88	2,103.88	2,103.88	-
Lease liabilities	230.30	230.30	23.77	206.53
Other financial liabilities	1,134.41	1,134.41	1,051.94	82.47

(₹ in million)

As at 31 March 2024 (Post Scheme)	Contractual cash flows			
	Carrying amount	Total	Within 1 year	More than 1 year
Non-derivative financial liabilities				
Borrowings (1)	1,434.61	1,434.61	1,314.85	119.76
Trade payables	1,892.46	1,892.46	1,892.46	-
Lease liabilities	185.59	185.59	14.27	171.32
Other financial liabilities	973.30	973.30	894.12	79.18

(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 Group'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 Group has obtained foreign currency borrowing and has foreign currency trade payable and trade receivable and is therefore, exposed to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

(₹ in million)

Particulars	30 June 2024 (Post Scheme)		31 March 2024 (Post Scheme)	
	USD	EUR	USD	EUR
Trade receivable	565.95	104.73	498.23	127.95
Trade payables	(546.26)	(5.71)	(588.80)	(0.68)
Borrowings	-	-	(47.69)	-
Net exposure	**19.69**	**99.02**	**(138.26)**	**127.27**

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
30 June 2024 (Post Scheme)	0.20	(0.20)
USD (1% movement)		
EUR (1% movement)	0.99	(0.99)
31 March 2024 (Post Scheme)		
USD (1% movement)	(1.38)	1.38
EUR (1% movement)	1.27	(1.27)

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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 Group 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 Group are principally denominated in INR and USD with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

Exposure to interest rate risk

The interest rate profile of the Group's interest bearing financial instruments as reported to the management of the Group is as follows:

The following table provides a break-up of the Group's fixed and floating rate borrowings:

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Fixed-rate borrowings	-	-
Floating rate borrowings	1,198.74	1,434.61
Total borrowings (gross of transaction costs)	**1,198.74**	**1,434.61**

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 period/year-end was outstanding for the whole period/year.

If interest rates had been 25 basis points higher/ lower and all other variables were held constant, the Group's profit for the period would decrease/increase by ₹ 3.00 million (Previous Year: ₹ 3.59 million). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

35. Capital management

Risk management

The Group'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 Group 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:

(₹ in million)

Particulars	As at 30 June 2024	As at 31 March 2024
Total borrowings [Refer note 15 (a) & 15 (c)]	1,198.74	1,434.61
Less: Cash and cash equivalents (Refer note 13 (a)]	30.20	152.08
Less: Bank balances other than cash and cash equivalents [Refer note 13 (b)]	1.71	1.71
Less: Current investments (Refer note 11)	0.88	0.84
Net debt	1,165.95	1,279.98
Total equity [Refer note 14 & 14 (a)]	2,610.31	2,352.72
Gearing ratio	**0.45**	**0.54**

No Changes were made in the objective, policies or process for managing capital during the period/year 30 June 2024 and 31 March 2024.

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36. Changes in financial liabilities arising from financing activities

(₹ in million)

Particulars	As at 01 April 2024 (Post Scheme)	Receipt	Repayment	Transaction cost	Others	As at 30 June 2024 (Post Scheme))
Long term borrowings from banks	245.94	-	(31.55)	-	-	214.39
Short term borrowings from banks	1,188.67	-	(204.32)	-	-	984.35
Total	**1,434.61**	-	**(235.87)**	-	-	**1,198.74**

(₹ in million)

Particulars	As at 01 April 2023 (Pre Scheme)	Receipt	Repayment	Transaction cost	Others	As at 31 March 2024 (Post Scheme))
Long term borrowings from banks	371.60	170.00	(295.66)	-	-	245.94
Short term borrowings from banks	1,325.65	-	(137.24)	-	0.26	1,188.67
Total	**1,697.25**	**170.00**	**(432.90)**	-	**0.26**	**1,434.61**

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37. Segment information

Business Segment

The CEO and Managing Director of the Parent 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 Group has determined reportable segments by the nature of its products and services, which are as follows:

a. **Performance Polymers & Chemicals:** Adhesives & Wood Finishes, Sulphuric Acid, Food Polymer (Solid PVA) and Latex
b. **P&K Fertilizers:** Single Super Phosphate
c. **Agri Nutrients:** Agro Chemicals for Crop Products

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group 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 Group 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 Group 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 Group basis.

(₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)			For the year ended 31 March 2024 (Post Scheme)		
	Total segment revenue	Inter-segment revenue	Revenue from external customers	Total segment revenue	Inter- segment revenue	Revenue from external customers
REVENUE						
Performance Polymers & Chemicals	2,798.29	31.68	2,766.61	9,704.16	126.77	9,577.39
P&K Fertilizers	776.76	-	776.76	2,822.88	-	2,822.88
Agri Nutrients	38.04	-	38.04	132.36	-	132.36
Total segment revenue from operations	**3,613.09**	**31.68**	**3,581.41**	**12,659.40**	**126.77**	**12,532.63**

(₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
RESULT		
Performance Polymers & Chemicals	429.99	1,347.04
P&K Fertilizers	8.93	(216.30)
Agri Nutrients	9.85	22.61
Total Segment	**448.77**	**1,153.35**
Un-allocated corporate expenses (net of un-allocable income)	58.80	357.68
Finance costs	41.17	196.35
Exceptional items	-	204.21
Profit before tax	**348.80**	**395.11**
Tax expense	91.71	97.92
Profit for the period/year	**257.09**	**297.19**

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(₹ in million)

Particulars	Segment Assets		Segment Liabilities	
	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Performance Polymers & Chemicals	4,744.90	4,376.52	2,762.79	2,408.73
P&K Fertilizers	2,819.50	2,662.68	1,021.19	985.38
Agri Nutrients	48.99	30.28	3.29	23.37
Segment Total	**7,613.39**	**7,069.48**	**3,787.27**	**3,417.48**
Un-allocated corporate assets/ liabilities	345.80	354.68	372.21	244.55
Total	**7,959.19**	**7,424.16**	**4,159.48**	**3,662.03**
Deferred tax asset/ liabilities	9.34	25.20	-	-
Borrowings	-	-	1,198.74	1,434.61
Total assets/ liabilities	**7,968.53**	**7,449.36**	**5,358.22**	**5,096.64**

Other information

(₹ in million)

Particulars	Capital Expenditure		Depreciation/ amortization	
	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Performance Polymers & Chemicals	90.29	171.48	21.00	73.46
P&K Fertilizers	4.68	17.46	10.43	43.71
Agri Nutrients	-	-	-	-
Un-allocated	2.55	7.23	7.72	33.31
Total	97.52	196.17	39.15	150.48
Less: Related to discontinued operations	-	-	-	0.01
Net related to continuing operations	**97.52**	**196.17**	**39.15**	**150.47**

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38. Related party disclosures

1. Enterprises in which certain key management personnel are interested

Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Jubilant Life Sciences (USA) Inc., USA, Jubilant Enpro (P) Limited, Jubilant HollisterStier LLC, USA, HSSS Investment Holding (P) Limited, SSBPB Investment Holding (P) Limited, KBHB Investment Holding (P) Limited.

2. Key management personnel (KMP)

Mr. Manu Ahuja [CEO and Whole-time Director) up to 09 December 2023 [Refer note (i)], Mr. Umesh Sharma (Chief Financial Officer), Mr. Abhishek Mishra (Company Secretary) [Refer note (ii)], Mr. Priyavrat Bhartia (Director), Mr. Shamit Bhartia (Director), Ms. Shivpriya Nanda (Director) up to 31 March 2024, Mr. Radhey Shyam Sharma (Director),Mr. Ravinder Pal Sharma (Director), Ms. Sanjanthi Sajan (Director) w.e.f. 10 February 2024, Mr. Manish Gupta (Director of Jubilant Industries Inc. USA), Mr. D Scott Mace (Chairman of Jubilant Industries Inc. USA).

(i) He was appointed as CEO and Whole-time Director of the Company w.e.f. 10 May 2018 for a period of three years and re-appointed for a period of three years in the Board Meeting held on 04 February 2021 (W.e.f. 10 May 2021). He was ceased from the position of CEO and Whole-time Director of the Company due to his sad demise on 09 December 2023.

Mr. Jagat Sharma was appointed as Whole-time Director of the Company w.e.f. 12 December 2023 and resigned from the post of Whole-time Director of the Company w.e.f. 26 June 2024.

Mr. Mohandeep Singh was appointed as CEO and Whole-time Director of the Company w.e.f. 27 June 2024.

(ii) Mr. Abhishek Mishra was the Company Secretary of Jubilant Industries Limited up to 15 April 2023.

Mr. Abhishek Kamra was appointed as Company Secretary of Jubilant Industries Limited w.e.f. 25 May 2023 on interim basis has stepped down from the position of Company Secretary of Jubilant Industries Limited in consequent to appointment of Mr. Brijesh Kumar as Company Secretary of Jubilant Industries Limited and of the Company w.e.f. 07 August, 2023.

3. Others:

Pace Marketing Specialties Limited Officer's Superannuation Scheme (Trust), VAM Employees Provident Fund Trust, Jubilant Bhartia Foundation.

4. Details of related party transactions:

30 June 2024 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	**Sale of goods, utilities and services:**				
	Jubilant Ingrevia Limited	44.83	-	-	44.83
		44.83	-	-	**44.83**
2	**Purchase of goods, utilities and services:**				
	Jubilant Pharmova Limited	34.62	-	-	34.62
	Jubilant Ingrevia Limited	70.75	-	-	70.75
		105.37	-	-	**105.37**
3	**Rent expenses:**				
	Jubilant Pharmova Limited	0.73	-	-	0.73
	Jubilant Ingrevia Limited	1.59	-	-	1.59
		2.32	-	-	**2.32**
4	**Remuneration (including perquisites)*:**				
	Umesh Sharma (Chief Financial Officer)	-	2.75	-	2.75
	Abhishek Kamra (Company Secretary)	-	0.21	-	0.21
	Jagat Sharma (Whole-time Director)	-	3.06	-	3.06
	Brijesh Kumar (Company Secretary)	-	0.64	-	0.64
		-	**6.66**	-	**6.66**
5	**Sitting fees:**				
	Sanjanthi Sajan	-	0.30	-	0.30
	Radhey Shyam Sharma (Director)	-	0.60	-	0.60
	Ravinder Pal Sharma (Director)	-	0.60	-	0.60
		-	**1.50**	-	**1.50**

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30 June 2024 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
6	**Reimbursement of expenses:**				
	Jubilant HollisterStier LLC, USA	0.13	-	-	0.13
	Jubilant Pharma Holdings Inc.	0.10	-	-	0.10
		0.23	**-**	**-**	**0.23**
7	**Contribution towards superannuation fund:**				
	Pace Marketing Specialities Limited Officer's Superannuation Scheme Trust	-	-	0.11	0.11
		-	**-**	**0.11**	**0.11**
8	**CSR expenses**				
	Jubilant Bhartia Foundation	-	-	3.18	3.18
		-	**-**	**3.18**	**3.18**
9	**Other receivables:**				
	Jubilant Ingrevia Limited	2.35	-	-	2.35
		2.35	**-**	**-**	**2.35**
10	**Trade payables:**				
	Jubilant Pharmova Limited	33.01	-	-	33.01
	Jubilant Ingrevia Limited	48.01	-	-	48.01
	Jubilant HollisterStier LLC, USA	10.67	-	-	10.67
	Jubilant Pharma Holdings Inc.	0.49	-	-	0.49
	Jubilant Cadista Pharmaceuticals Inc.	0.07	-	-	0.07
		92.25	**-**	**-**	**92.25**
11	**Trade receivables:**				
	Jubilant Ingrevia Limited	0.34	-	-	0.34
		0.34	**-**	**-**	**0.34**

31 March 2024 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
1	**Sale of goods, utilities and services:**				
	Jubilant Ingrevia Limited	142.49	-	-	142.49
		142.49	**-**	**-**	**142.49**
2	**Purchase of goods, utilities and services:**				
	Jubilant Pharmova Limited	38.37	-	-	38.37
	Jubilant Ingrevia Limited	241.59	-	-	241.59
	Jubilant Enpro (P) Limited	0.14	-	-	0.14
		280.10	**-**	**-**	**280.10**
3	**Rent expenses:**				
	Jubilant Pharmova Limited	2.90	-	-	2.90
	Jubilant Ingrevia Limited	6.23	-	-	6.23
		9.13	**-**	**-**	**9.13**
4	**Transfer out of employee related liabilities on transfer of**				
	Jubilant Ingrevia Limited	1.95	-	-	1.95
		1.95	**-**	**-**	**1.95**

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31 March 2024 (Post Scheme): (₹ in million)

Sr. No.	Particulars	Enterprises in which certain key management personnel are interested	Key management personnel	Others	Total
5	**Remuneration (including perquisites)*:**				
	Manu Ahuja (Whole-time Director)	-	56.23	-	56.23
	Umesh Sharma (Chief Financial Officer)	-	15.92	-	15.92
	Abhishek Mishra (Company Secretary)	-	0.60	-	0.60
	Abhishek Kamra (Company Secretary)	-	0.25	-	0.25
	Jagat Sharma (Whole-time Director)	-	4.78	-	4.78
	Brijesh Kumar (Company Secretary)	-	1.78	-	1.78
		-	**79.56**	**-**	**79.56**
6	**Sitting fees:**				
	Shivpriya Nanda (Director)	-	0.86	-	0.86
	Radhey Shyam Sharma (Director)	-	1.32	-	1.32
	Ravinder Pal Sharma (Director)	-	1.33	-	1.33
		-	**3.51**	**-**	**3.51**
7	**Reimbursement of expenses:**				
	Jubilant Enpro (P) Limited	1.00	-	-	1.00
	Jubilant Pharmova Limited	1.21	-	-	1.21
	Jubilant HollisterStier LLC, USA	0.90	-	-	0.90
	Jubilant Pharma Holdings Inc.	0.45	-	-	0.45
	Jubilant Life Sciences (USA) Inc., USA	0.39	-	-	0.39
	Jubilant Cadista Pharmaceuticals Inc.	0.07	-	-	0.07
		4.02	**-**	**-**	**4.02**
8	**Amount received against sale of assets:**				
	Jubilant Ingrevia Limited	10.38	-	-	10.38
		10.38	**-**	**-**	**10.38**
9	**Contribution towards superannuation fund:**				
	Pace Marketing Specialities Limited Officer's Superannuation Scheme Trust	-	-	0.73	0.73
		-	**-**	**0.73**	**0.73**
10	**CSR expenses:**				
	Jubilant Bhartia Foundation	-	-	11.45	11.45
		-	**-**	**11.45**	**11.45**
11	**Other receivables:**				
	Jubilant Ingrevia Limited	2.35	-	-	2.35
		2.35	**-**	**-**	**2.35**
12	**Trade payables:**				
	Jubilant Pharmova Limited	4.87	-	-	4.87
	Jubilant Ingrevia Limited	49.09	-	-	49.09
	Jubilant HollisterStier LLC, USA	10.55	-	-	10.55
	Jubilant Pharma Holdings Inc.	0.46	-	-	0.46
	Jubilant Cadista Pharmaceuticals Inc.	0.07	-	-	0.07
		65.04	**-**	**-**	**65.04**
13	**Trade receivables:**				
	Jubilant Ingrevia Limited	0.32	-	-	0.32
		0.32	**-**	**-**	**0.32**

* Does not include in respect of gratuity and leave encashment since the provision is made on actuarial basis for the Company as a whole.

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

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39. Contingent Liabilities to the extent not provided for

A) Guarantees:

Outstanding guarantees furnished by banks on behalf of the Group/by the Group including in respect of letters of credit is ₹ 1,239.09 million (Previous Year: ₹ 836.50 million).

B) Claims against Group not acknowledged as debt:

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

i) (₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Sales tax	-	-
Custom duty	20.28	20.28
Service tax	-	2.36
GST	8.07	45.81
Others (excluding amounts mentioned in note (ii) and (iii) below)	62.77	62.77

ii) A civil suit (OS No. 5549/2013) has been filed by Kids Kemp (the lessor) against Food Express Stores and Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of 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 ₹ Nil (Previous Year: ₹ 23.10 million) relate to claims for past periods. JACPL 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. JACPL 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 Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of 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 between the parties. JACPL 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 JACPL 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) ₹ 85.81 million (Previous Year: ₹ 120.55 million) [Advances ₹ 5.27 million (Previous Year: ₹ 2.76 million)].

b) Other commitments

Export obligation under Advance License Scheme on duty free import of raw materials, remaining outstanding ₹ 990.82 million (Previous Year: ₹ 960.76 million)

41. Leases

(₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Lease liabilities at the beginning of the year	185.59	220.75
Add: Additions during the period/year	50.20	2.20
Add/(Less): Adjustments on account of extension/termination during the period/year	-	(10.89)
Less: Payments on account of lease liabilities during the period/year	5.49	26.47
Lease liabilities at the end of the year	**230.30**	**185.59**

Carrying value of assets (₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)		For the year ended 31 March 2024 (Post Scheme)	
	Land & Buildings	Others	Land & Buildings	Others
Balance at the beginning of the year	166.02	1.97	193.82	17.03
Add: Additions during the period/year	33.03	17.17	0.22	1.98
Add/(Less): Adjustments on account of extension/termination	-	-	(0.04)	(10.24)
Less: Amortization during the period/year	6.96	1.05	27.98	6.80
Balance at the end of the period/year	**192.09**	**18.09**	**166.02**	**1.97**

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Maturity analysis of lease liabilities (₹ in million)

Maturity analysis- contractual undiscounted cash flows	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
Less than one year	40.88	28.67
One to five years	177.46	131.24
More than five years	219.49	228.48
Total undiscounted lease liabilities	**437.83**	**388.39**
Current lease liabilities	23.77	14.27
Non-current lease liabilities	206.53	171.32

Amount recognized in Statement of profit and loss (₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Interest on lease liabilities	4.70	16.92
Expenses related to short-term leases	10.87	38.15
Gain on termination of lease	-	0.60
Amortization of right of use assets	8.01	34.78

Amount recognized in statement of cash flows (₹ in million)

Particulars	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Total cash outflows for leases	10.19	43.39

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42. Employee Stock Option Scheme

Jubilant Industries Limited has two Employee Stock Option Scheme namely,

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

Above both Employee Stock Option Scheme, adopted by the Company pursuant to Composite Scheme of Arrangement w.e.f. 01 July 2022.

Scheme 2013:

The Company has adopted "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 a Compensation Committee, comprising of a majority of independent directors. This Committee will be fully empowered to administer the Scheme 2013.

The movement in the stock option under the "Scheme 2013"

Particulars	For the period ended 30 June 2024 (Post Scheme)		For the year ended 31 March 2024 (Post Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	1,35,672	308.62	95,343	234.40
Granted during the period/year	-	-	42,670	475.08
Expired/Lapsed during the period/year			2,341	320.00
Options forfeited during the period/year	-	-	-	-
Options exercised during the period/year	-	-	-	-
Options outstanding at the end of the period/year	1,35,672	308.62	1,35,672	308.62

Scheme 2018:

The Company has adopted "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 a Compensation Committee, comprising of a majority of independent directors. This Committee will be fully empowered to administer the Scheme 2018.

The movement in the stock option under the "Scheme 2018"

Particulars	For the period ended 30 June 2024 (Post Scheme)		For the year ended 31 March 2024 (Post Scheme)	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	1,19,600	10.00	1,08,600	10.00
Granted during the period/year	7,500	10.00	11,000	10.00
Expired/Lapsed during the period/year	-	-	-	-
Options forfeited during the period/year	-	-	-	-
Options exercised during the period/year	-	-	-	-
Options outstanding at the end of the period/year	1,27,100	10.00	1,19,600	10.00

The expenses arising from share-based payment transaction recognized in Consolidated Statement of Profit and Loss as part of employee benefit expense ₹ 0.94 million (Previous Year: ₹ 30.71 million).

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43. The Group 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 Group 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 period 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.

44. Other Statutory Informations

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding Benami property.

(ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial period/year.

(iv) The Group 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 Group has not revalued any of its Property, Plant and Equipment during the period/year.

(vi) There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

(vii) **Micro, small and medium enterprises**

There are no Micro, Small and Medium Enterprises, to whom the Indian entities owes dues, which are outstanding for more than 45 days as at the end of the period/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 Group.

(₹ in million)

Particulars	As at 30 June 2024 (Post Scheme)	As at 31 March 2024 (Post Scheme)
The principal amount remaining unpaid to any supplier as at the end of the period/year	195.69	177.45
The interest due on principal amount remaining unpaid to any supplier as at the end of the period/year	-	0.09
The amount of interest paid by the Group 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 period/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 period/year) but without adding the interest specified under the MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of the period/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	-	-

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Notes to the consolidated financial statements for the period ended 30 June 2024

(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)

Description	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Amount required to be spent by the Group during the period/year	3.18	11.45
Amount of expenditure incurred	3.18	11.45
Shortfall at the end of the period/year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Health, Education & Livelihood	Health, Education & Livelihood
Details of related party transactions*	3.18	11.45

* The Group has established a Trust for CSR activities namely, Jubilant Bhartia Foundation and the Group contribute their amounts to the same.

45. Auditors remuneration:

(₹ in million)

	For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
Audit fee	0.03	1.07
Limited review	-	1.02
Other certifications	0.18	0.56
Out of pocket expenses	0.17	0.45
Total	**0.38**	**3.10**

46. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

Name of the enterprise	Net Assets i.e. Total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of consolidated profit or (loss)	Amount (₹ in million)
Parent				
Jubilant Agri and Consumer Products Limited	98.88	2,581.15	104.01	267.39
Subsidiaries				
Foreign				
Jubilant Industries Inc. USA	4.14	108.12	2.59	6.67
Total eliminations	(3.02)	(78.96)	(6.60)	(16.97)
Total	**100.00**	**2,610.31**	**100.00**	**257.09**

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Notes to the consolidated financial statements for the period ended 30 June 2024
(Taking into account the effect of Part C of the Composite Scheme of Arrangement)

47. Earnings per share (EPS)

Particulars		For the period ended 30 June 2024 (Post Scheme)	For the year ended 31 March 2024 (Post Scheme)
I Profit computation for basic & diluted earnings per share of ₹ 10/- each			
Net profit as per Consolidated Statement of Profit & Loss from continuing operations available for equity shareholders	₹ in million	259.70	306.78
Net loss as per Consolidated Statement of Profit & Loss from discontinued operations available for equity shareholders	₹ in million	(2.61)	(9.59)
Net profit as per Consolidated Statement of Profit & Loss from continuing and discontinued operations available for equity shareholders	₹ in million	257.09	297.19
II Weighted average number of equity shares for earnings per share			
(A) For basic earnings per share	Nos	1,50,67,101	1,50,67,101
(B) For diluted earnings per share:			
No of shares for Basic EPS as per II (A)	Nos	1,50,67,101	1,50,67,101
Add: Weighted average outstanding options related to employee stock options	Nos	2,21,150	1,80,258
No of shares for diluted earnings per share	Nos	1,52,88,251	1,52,47,359
III Earnings per equity share of ₹ 10 each from continuing operations:			
Basic	₹	17.23	20.36
Diluted	₹	16.98	20.12
Earnings per equity share of ₹ 10 each from discontinued operations:			
Basic	₹	(0.17)	(0.64)
Diluted	₹	(0.17)	(0.64)
Earnings per equity share of ₹ 10 each from continuing and discontinued operations:			
Basic	₹	17.06	19.72
Diluted	₹	16.81	19.48

48. Previous year figures have been re-grouped and re-arranged wherever necessary to conform current period's classification.

The accompanying notes "1" to "48" form an integral part of the consolidated 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**

Pranav Jain
Partner
Membership No.098308

Place: New Delhi
Date: 04 November, 2024

Brijesh Kumar
Company Secretary
Membership No.A36070

Place: Gurugram
Date: 04 November, 2024

Umesh Sharma
Chief Financial Officer

Priyavrat Bhartia
Chairman
DIN: 00020603

Mohandeep Singh
CEO & Whole-time Director
DIN: 10661432

BGJC & Associates LLP New Delhi Chartered Accountants

Jubilant Agri & Consumer Products Limited

Management Discussion & Analysis

Cautionary Statement

Statements in the Annual Report, particularly those, which relate to Management Discussion & Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute forward- looking statements within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ significantly.

An Overview of The GLOBAL Economy

In today's world, global interconnectivity has reached unprecedented levels. Every region exerts influence on the others. Recognizing this intricate web of connections is essential for unlocking limitless growth potential. By understanding these dynamics, we gain a strategic edge in seizing opportunities and crafting forward-thinking strategies.

Relentless drive to sustain…

The global economy in FY 2024 remained resilient. According to the IMF, it stood at a modest and stagnant growth rate of 3.2%. Advanced economies witnessed slower growth rates due to the tightening of monetary and fiscal policies. Advanced economies grew at a pace of 1.6%, whereas emerging economies grew at 4.3%. This is projected to fall in the coming years due to softening of markets and increased policy tightening.

Inflation was at an all-time high in 2023, with headline inflation touching 6.8%. It is expected to fall in the coming years. IMF projects inflation to fall to 5.9% in 2024 and 4.5% in 2025.

Ongoing geopolitical conflicts and its impact…

The global economic landscape is increasingly affected by geopolitical conflicts across the globe. The ongoing Middle East conflict resulting in the Red Sea crisis impacted the global sea transport and its cost, coupled with the Russia-Ukraine conflict has hurt the global sentiments, leading to energy price hikes, food insecurity and disruption in trade flow. Russia's isolation from global trade sets the tone for de-globalisation and isolationism. This can impact many economies deeply, as trade requires healthy intergovernmental relations and cooperation.

Impact on Manufacturing …

Global manufacturing has remained stagnant in 2023 due to the recessionary headwinds in the global economy. United Nations Industrial Development Organisation (UNIDO) observes a 1.5% YoY growth in global production. Global output increased by a mere 0.2%. Year on Year also, every region has reported a net reduction in manufacturing except for China, as the country achieved a moderate growth rate of 2.7%.

Outlook for the coming years…

The global economy is expected to stand tough among the recessionary winds across the globe. It is set to grow at a modest 3% - 3.5%. Developing economies of Asia are predicted to grow faster than developed economies. Countries like China and India will be among the biggest beneficiaries if this prediction turns out to be true. Inflation is projected to reduce which will help in easing commodity prices. The outlook for the global economy is projected to be resilient, albeit with moderate growth.

AN OVERVIEW OF INDIAN ECONOMY

Despite the stagnant global economy, the Indian economy surprised the world with its agile and robust growth. It grew by 8.2% yearly, and economists expect this momentum to continue in the coming years. This growth helped India hit the US $ 3.9 trillion mark and made it the fastest-growing economy in the world (Source: https://www.imf.org/external/datamapper/profile/IND).

The manufacturing sector grew by 9.9% compared to degrowth in FY 2023. Moreover, it is the second-highest growth after FY 2022. Mining and quarrying grew by 7.1% - the fastest in seven years. The construction sector grew at 9.9%. These sectors helped the Indian economy reach new heights.

Industry Scenario

We operate in diverse sectors ranging from fertilizer; food polymers; performance polymers; wood-working adhesive and wood finish. Our performance is not only an indicator of the strategies we have adopted but it also depends upon the behavior of different sectors to which we cater.

Consumer Products Division: In FY24, The consumer products division is likely to encounter challenges as the industry's growth may plateau or experience a slight decline. Economic uncertainties and fluctuating consumer sentiments could contribute to this scenario. Demand across different segments of the consumer industry may vary, with construction activities potentially influencing certain sectors. Additionally, softening input prices might lead to a reduction in the final product price.

In Latex Business: Our products serve primaliary the tire industry. The Indian Tire Industry is supported by strong fundamentals, the primary drivers are rising demand for vehicles and sharp focus and continuous government investments in infrastructure sector. Additionally, a large and growing population of vehicles will continue to support tire demand in the replacement market. In FY24 domestic tire industry witnessed double digit growth owing to robust demand from OEM & Replacement segments and India’s tire exports, which represent around a fourth of the industry’s overall revenues, declined on account of macro-economic headwinds impacting demand in the key export destinations. In last quarter recovery in exports also impacted by the Red Sea crisis, which has resulted in longer transit times for the key export destinations like Europe and the US and increased freight costs owing to longer routes.

In Food Polymers: our products serve the chewing gum and bubble gum industry. The Chewing/Bubble Gum industry somewhat recovered in FY 24, However, the industry's performance is still below its pre-pandemic levels. While there was a slight recovery, the industry faced significant challenges due to an exorbitant increase in the costs of raw materials and transportation. These cost increases also impacted on the margins of our Food Polymers business, although we managed to pass on some of these cost increases to our customers in the second half of the year. Overall, the Food Polymers business experienced growth this year, driven by market share gains, the acquisition of new customers, and expansion into new geographic markets.

Agri BUSINESS

Agriculture is an important part of India's economic and social structures. It is the principal source of livelihood for a sizable percentage of the population 60% approx and accounts for approximately 15% of GDP. The country has a broad agroclimate zone, which is predominantly dependent on rain, and grows a wide range of crops, including rice, wheat, millets, pulses, oilseeds, sugarcane, cotton, tea, coffee, spices, fruits, and vegetables. It is the world’s largest producer of milk, pulses, and spices, and has the world’s largest cattle herd, as well as the largest area under wheat, rice and cotton. It is the second largest producer of rice, wheat, cotton, sugarcane, farmed fish, sheep & goat meat, fruit, vegetables and tea. Indian agriculture confronts various obstacles, including fragmented landholdings, limited irrigation systems, unbalanced nutrient ratios and high reliance on weather.

The sector is mostly driven by India's rapid population growth. Rising income levels in rural and urban areas, which have contributed to an increase in national demand for agricultural products, lend further support to this. In line with this, the market is being boosted by the increasing usage of cutting-edge techniques such as blockchain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of numerous e-farming applications.

The Indian Fertiliser Industry is an important and critical sector in the country's agricultural development. India is one of the world's top fertiliser consumers, because to its massive agriculture sector, and the business is critical to guaranteeing food security and increasing agricultural output. The industry includes the manufacturing of both chemical and organic fertilisers. India has limited domestic resources of P&K fertilizers, and relies heavily on imports from other countries. This makes India vulnerable to fluctuations in global prices and availability of these fertilisers.

In order to encourage the balanced use of chemical fertilisers and to promote alternative fertilisers like organic and biofertilizers, the Indian government has introduced PM PRANAM scheme to reward the Indian states and Union Territories. The new scheme will lower the subsidy burden and enable the government to direct the savings towards the adoption of innovative agricultural technologies and the betterment of farmers.

The government has also launched the One Nation One Fertiliser (ONOF) Scheme, which aims to standardise fertiliser brands throughout India. The Government will be undertaking a compressive review of the Agriculture research setup to bring the focus on raising productivity and developing climate resilient variety of crops.

The agricultural sector took a hit in FY 2024 due to high interest rates and a scanty unpredictable monsoon. It grew at a moderate rate of 1.4%. Despite this, agriculture constituted 17.7% of India’s GVA in FY 2024.

Financials

The highlights of Consolidated Financial Results of the Company are presented below:

(` in millions)

Consolidated Profit and Loss	FY 2023	FY 2024
Revenue from Operations	**14,705**	**12,509**
Other Operating Income	24	24
Total Revenue	**14,729**	**12,533**
Expenses		

Consolidated Profit and Loss	FY 2023	FY 2024
Cost of Materials Consumed	9,485	6,862
Purchase of Stock-in-trade	281	325
Change in Inventories of Finished Goods, Work-in-progress and Stock-in trade	(227)	(91)
Employee Expense	1,064	1,298
Other Expenses	3,097	3,062
Total Expenses	**13,700**	**11,456**
EBITDA	**1,029**	**1,077**
Other Income	29	14
Depreciation and Amortisation Expenses	142	151
Finance Cost	194	196
Profit/(Loss) before exceptional items and tax from continuing operations	**722**	**744**
Exceptional items	—	335
Profit/(Loss) before tax from continuing operations	**722**	**409**
Tax Expenses	194	117
Net Profit After Tax	**528**	**292**

Revenue: The Consolidated Revenue from Operations during FY 2024 stands at ` 12,533 million against ` 14,729 million in FY 2023, resulting in a de-growth of 15% due to lower volume in P&K Fertilizers segment and Raw material price declined in performance polymers.

Total Expenditure: Total Expenditure stands at ` 11,456 million in FY 2024 as against ` 13,700 million in FY 2023. Major expense heads for the Company include Raw Material costs, Manufacturing costs, Employee benefits expenses and Selling General and Administrative expenses.

EBITDA: In FY 2024, the Company's EBITDA stood at ` 1,077 million compared to ` 1,029 million in FY 2023.

Business Segments

Business Segment wise consolidated revenue from operations:

(` in millions)

Composition of Sales	FY 2023	FY 2024
a) Performance Polymers & Chemicals	9,308	9,578
b) P&K Fertilizers	5,293	2,823
c) Agri Nutrients	128	132
Total	**14,729**	**12,533**

Consumer Products and Performance Polymers

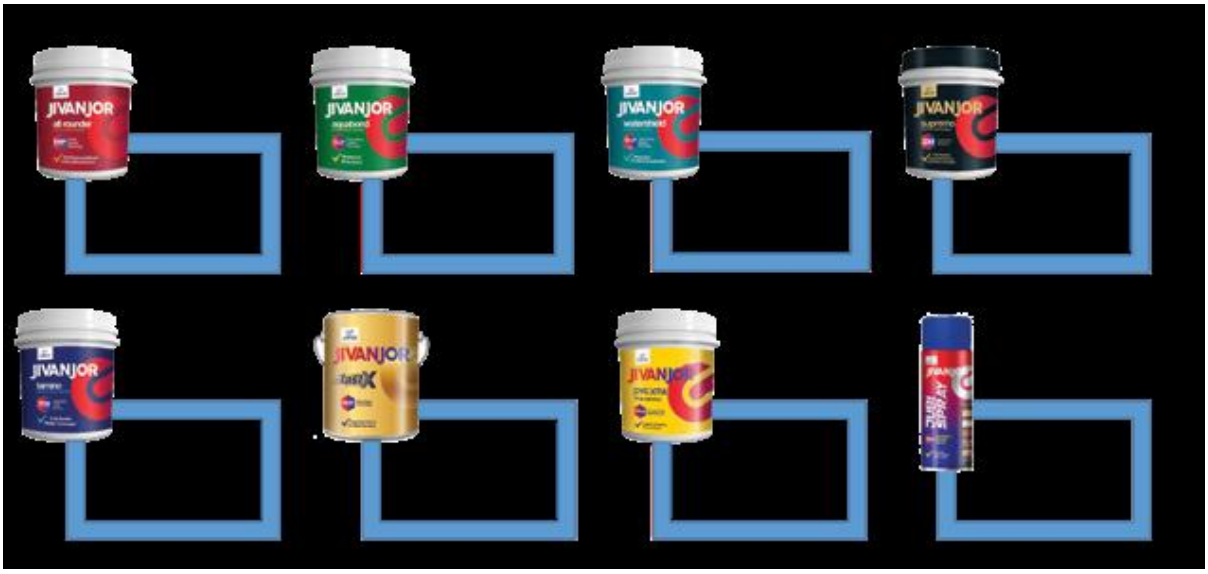
Business Profile – Our Consumer Products division specializes in Wood Working Adhesives and Wood Finishes.

'Jivanjor' stands out as a prominent name in the wood working adhesives sector. Our water-based adhesives are known for their quick setting time at room temperature and superior bond strength, which significantly enhance the durability of furniture and fixtures. Our product portfolio also encompasses a variety of specialty adhesives that cater to diverse requirements within the water-based category. Additionally, we offer contact adhesives that are synthetic rubber-based, providing rapid drying and excellent performance in vertical lamination applications.

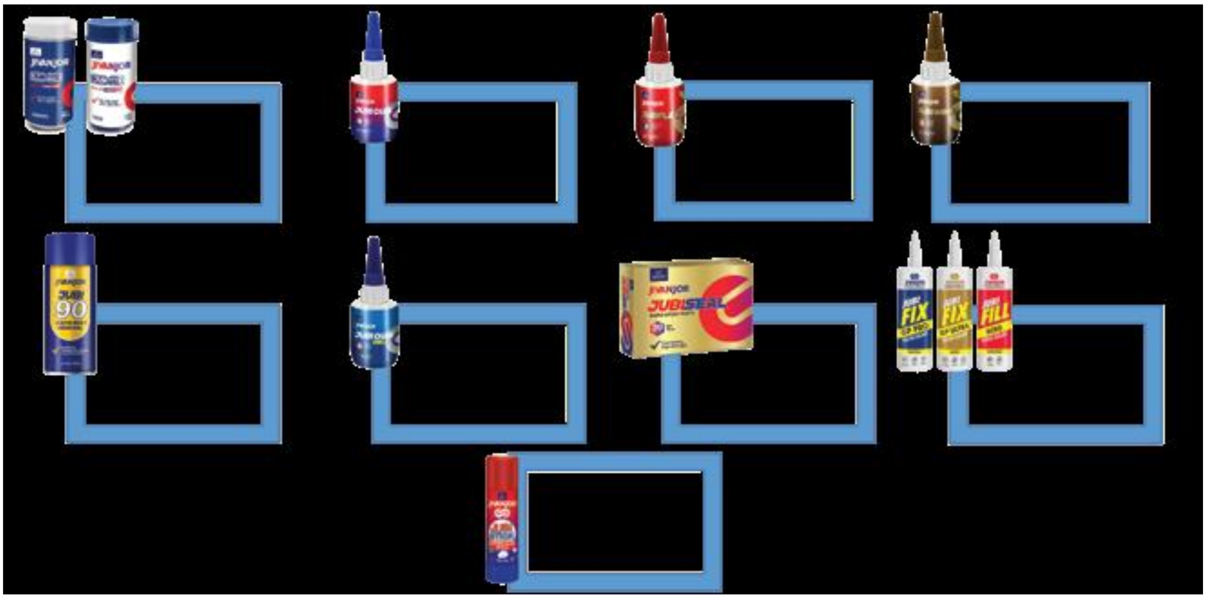
Under our Wood Finishes brands **'Charmwood'** and Ultra Italia PU, we offer a comprehensive wood finishing system, as well as stains and ancillary products for the decoration and protection of wooden furniture. Our wood finishing system comprises Gloss and Matt variants of Melamine finish, Nitrocellulose finish, and PU Alkyd finish. These systems exhibit remarkable fast drying properties and offer resistance against stains and scratches. Moreover, our wide range of Wood stains allows for the creation of unique colors that cater to various consumer preferences. To ensure successful application, we also provide ancillaries such as sealers and thinners. Furthermore, we have ventured into the premium wood-finish market with our exclusive Ultra-Italia range of PU products.

With a nationwide distribution network, our brands 'Jivanjor', 'Charmwood' and "Ultra Italia" are major players in their respective segments.

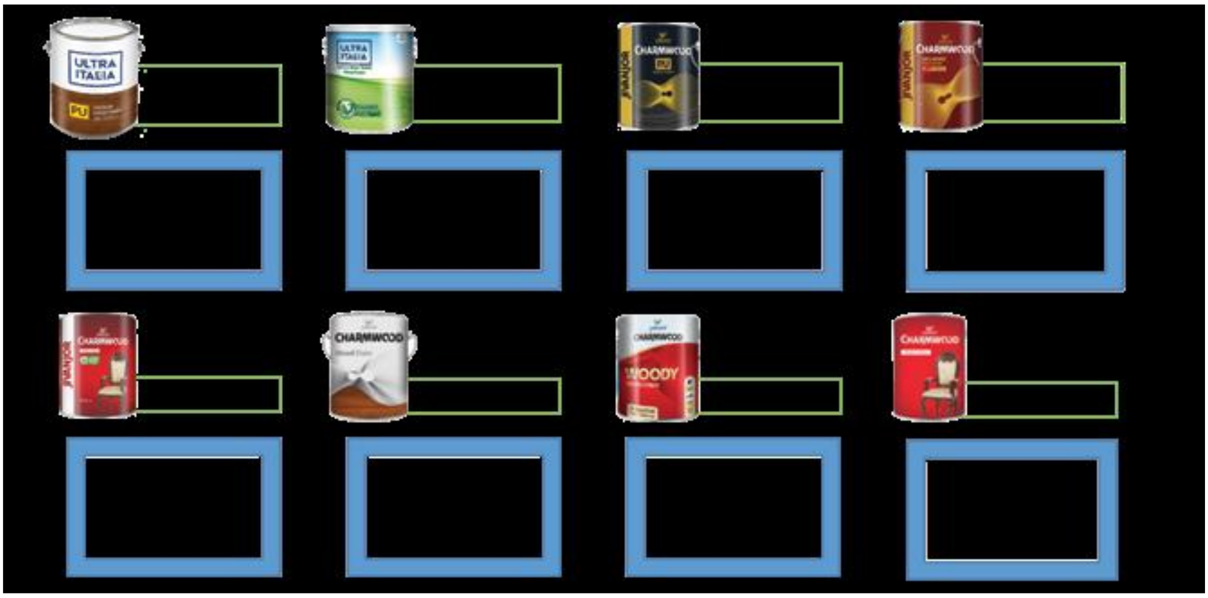
Wood Working Adhesive Portfolio



Maintenance Division: Product Portfolio



Wood Finish Portfolio



One of the Key Initiative was to foray in the Maintenance space catering to market needs in this segment.

Higher visibility in Digital

Wood Finish

ULTRA ITALIA

New Product Launches in Imported PU range:

The company a constant emphasis on innovation, delivering unique offerings to our customers and channel partners.

As a testament to this commitment, we are thrilled to announce the launch of our new logo and packaging. Our new logo and packaging symbolize evolution, growth, and modernization while staying true to our heritage and commitment to excellence. The refreshed packaging embodies our renewed focus on sustainability, quality, and aesthetics, ensuring that our products not only meet but exceed expectations.

Our journey towards this milestone involved close collaboration with both our R&D team and Verin Legno, our esteemed Italian partner. This strategic partnership has enabled us to enhance our product range, bolstering competitiveness and appeal across the market spectrum.

A comprehensive approach to innovation was undertaken, taking into account the diverse needs of stakeholders such as architects, contractors, dealers, and our sales team. The introduction of stains and Metal Primer addresses architects' preferences for distinctive and less common options in the market.

In the past year, we successfully introduced innovative products such as Polyester, Acrylic PU, water-based PU, Floor Coating, and Special Effects, further demonstrating our commitment to pushing boundaries and exceeding customer expectations.

(Water base)

(Solvent base)

We participated in ACETECH Exhibition-Asia's premier Expo

Food Polymers

Business Profile – Jubilant is one of the leading supplier of Polyvinyl Acetate (PVAc) to the chewing gum industry. PVAc is the major raw material for making gum base for chewing gum and bubble gum. Our brand names under this category are 'Vamipol 5', 'Vamipol 14', 'Vamipol 15', 'Vamipol 17', 'Vamipol 30', 'Vamipol 60' and 'Vamipol 100'. The customer profile of the Company in this business includes the market leaders in chewing gum industry worldwide.

Industry Overview – Sugared chewing gum sales are declining due to consumers' preference for sugar-free confectionery. However, Sugar free gums, which attract health-conscious consumers, and which also provide additional benefits of dental care, and also functional gums like 'energy gums', 'caffeine gums' are expected to see a stronger growth rate albeit with a lower base.

Chewing gum has several direct substitutes such as mints, mouth-freshening sprays, and bubble gum. Apart from the direct substitutes, there are some indirect ones, like candies and toffee. The preference for mints over chewing gum is likely to affect the demand for gums in the coming times.

Business Performance - Despite substantial challenges this year, the SPVA business achieved improved profitability, attributed to enhanced cost management strategies and improved customer realizations.

Business Strategy – The business strategy revolves around two key pivots – New customers, and New product/ application development. During FY 2023-24, the business has worked around these pivots and has been able to include some new customers in Japan, Turkey, Europe and South America. We also increased our global market share through our regular customers, which helped with the volume increase this year. The business continues to have strong plans for new customer's acquisition in international markets and share gain plans in the food polymers space.

Latex Business

Business Profile – We are amongst the largest manufacturers in India and globally of VP Latex which is used in dipping of automobile tyre cord and conveyor belt fabric. The Company also produces SBR and NBR Latex. The Company is bulk supplier of these lattices to global automobile tyre anufactures and dippers. The products under this category are 'Encord VP Latex' and 'Encord SBR Latex'. Another product 'Encord NBR Latex' is used in automotive gasket jointing.

Industry Overview – VP Latex is used to impregnate man made fabrics and enable the adhesion of fabrics to the rubber of automobile tires and conveyor belts.

Synthetic Latex Industry achieved growth in domestic and export markets, defying global slowdown signals in the second half of the year due to Red Sea Crisis. Significant raw material price hikes in the first half of FY24, resulting in higher final product costs, the second half saw a decline in raw material prices, prompting corresponding adjustments in finished goods prices. The Indian tire industry effectively sustained growth momentum in domestic market throughout the year, while there is marginal decline in export in second half of year due to external pressures

Business Performance – In FY24 Latex Business achieved double digit growth and maintained a dominant market share in Domestic Market and continued to increase its market share & geographic presence in Exports Market.

Business Strategy – In FY 25, business development activities in the domestic & international market continue to be a focus area while maintaining share and margins in respective markets. At the same time to explore potential opportunities to enter into other lattices segments.

Agri Business

Business Profile – In Agribusiness, we offer a comprehensive range of Agri-input products in the Crop Nutrition category under the prestigious brand "Ramban". This brand has established a strong foothold in Uttar Pradesh, Uttarakhand, and Bihar, as well as in Rajasthan and Madhya Pradesh. Our company manufactures Single Super Phosphate (SSP) in both powder and granulated forms, reinforced with vital elements such as Boron, Zinc, and Magnesium, in accordance with the Fertiliser Control Order's (FCO) standards. In addition, we make and sell Sulphuric Acid in chemicals and Bio-Poshan, and Shakti-Zyme in bio stimulant category.

The RAMBAN brand is well-known and popular among the farming community. We, Jubilant, are the market leaders in the SSP segment in Uttar Pradesh and Uttarakhand.

New Product Launch

N.P.K 19.19.19 (Water soluble fertilizer)

N.P.K 13.0.45 (Water soluble Fertilizer)

RAMBAN N.P.K 19.19.19 is a water-soluble fertilizer having Nitrogen, Phosphorous & Potash in 19.19.19 proportion. It is readily soluble in water and is best for drip irrigation and foliar application of fertilizer. It helps in promoting vegetative growth, facilitating flower formation, or ensuring reproductive activities.	A water-soluble fertilizer with high Potassium and Nitrogen content along with optimal amount of Sodium. It is readily soluble in water and is best for drip irrigation and foliar application of fertilizer. This combination is suitable post boom and for physiological maturity of crop.

Marketing Activities

The company has undertaken various marketing activities to raise awareness about the benefits of our products and to establish the Ramban brand.

Fertilizers have played a crucial role in agricultural production, supplying essential nutrients for crops and experiencing growing demand over the years. In India, an agrarian country with a substantial number of small and marginal farmers, issues like low productivity and suboptimal quality persist. Crops are predominantly rain-fed and cultivated on the same plots over time, leading to declining soil fertility in many regions. Consequently, there has been an increased reliance on nitrogen fertilizers in the country. In response, the Indian government has initiated economic reforms and ensured the availability of fertilizers at affordable prices to enhance productivity. Due to subsidy eligibility on notified fertilizers, the Indian fertilizer industry has been able to provide enhanced food security for the country. While agriculture is heavily dependent on the use of fertilizers, the government has met almost all demand for chemical fertilizers.

The most used phosphatic fertilizers are Diammonium Phosphate (DAP), NPKs and SSP. Urea stands as the most highly consumed fertilizer among nitrogeneous fertilizers.

SSP is a multi-nutrient fertilizer containing 'Phosphate' as primary nutrient and 'Sulphur' and 'Calcium' as secondary nutrients. SSP is also fortified with Boron and Zinc as the deficiency of micro nutrients in Indian soils is gradually increasing. Hence, fortified SSP will be handy to the farmer to address the deficiencies of Boron, Zinc, Sulphur and Calcium etc.

DAP is the world's most widely used phosphorus fertilizer. It is popular due to its relatively high nutrient content and its excellent physical properties. DAP is a source of phosphorus (P) and nitrogen (N) for plant nutrition.

NPKs, also called compound fertilizers, are fertilizers which contain all three nutrients, nitrogen, phosphorus, and potassium in different proportions. There are many types of NPK products in the market based on different nutrient recipes.

Nano Urea Liquid, is the only Nano Fertilizer approved by the Government of India and included in the Fertilizer Control Over (FCO). It is developed and patented by IFFCO. It is nanotechnology based revolutionary Agri-input which provide nitrogen to plants, save soil and increase the production. It's objective is to reduce the consumption of traditional Urea.

The government of India is willing to strengthen SSP industry. For this, with the guidance of DoF, FAI has constituted a Task Force (TF) to improve the quality of SSP and to promote it as an alternative of DAP.

SSP contributes 17% of the total Phosphatic segment (DAP, NP/NPK and SSP) during 2023-24 in India

The sales trend other Phosphatic fertilizers is mentioned below: -

(in Lakhs MT)

Fertilizers	2017-18	2019-20	2019-20	2020-21	2021-22	2022-23	2023-24
DAP	18.32	19.97	24.15	22.49	19.91	24.91	20.55
NPK	5.50	6.90	5.91	6.16	5.52	5.30	8.29
SSP	3.78	3.97	4.43	5.25	5.36	5.68	4.18

Business Performance –

The company's expansion into new states has driven remarkable business growth, bolstered by a heightened focus on innovation that has led to an enriched and diversified product portfolio.

Business Strategy –

The use of smart farming practices, notably biologicals and other alternative fertilisers, is transforming agriculture by enhancing crop health and increasing environmental sustainability. The company's strategy includes expanding into Gujarat, Maharashtra, Chhattisgarh, and West Bengal, as well as strengthening its dealer network in Bihar, Rajasthan, Madhya Pradesh, Haryana, and Punjab with value-added products such as Fortified SSP with Zinc, Boron, Magnesium (Super Formula and Ultra Gold) in the chemical fertiliser segment and Shakti Zyme and Bio Poshan in the biologicals category, which will result in higher crop yields and better value prospects.

Research and Development Initiatives

Our commitment to Research and Development (R&D) and cutting-edge Technology forms the foundation of our success. With state-of-the-art R&D and Technology centres that adhere to international standards. Research and Development plays an important role in innovation and developing new technologies and new infrastructure that can be leveraged for seamless scale up of new products. R&D inputs to six sigma, play a vital role to foster the implementation of new technologies and enhance the efficiency of our manufacturing plants.

Jubilant has successfully developed launched many products in Consumer business.

R&D is fully involved in innovation and development of new technology & products and recipe optimizations, which provide better customer satisfaction and edge over competition in Consumer business. Jubilant has successfully developed new technology platforms in latex business, relevant to unmet customer needs. Collaborative product development with the end user has been put in place.

Manufacturing

We practice world-class manufacturing processes in our day to day operations, assuring our customers with unmatched quality and timely delivery of products through innovation and cutting-edge technology. Transforming manufacturing for operational excellence and sustainability with “zero tolerance to any non-compliance” is our core focus.

Sustainable growth has also been supported by proactive approach to regulatory compliance. During the year many initiatives have been taken up in areas like energy conservation, water conservation, Batch cycle time reduction, cost optimization and improving machine up-time through sustainable engineering practices etc. in all manufacturing plants

Use of mixture of agro waste like Rice Husk with coal, started at Kapasan plant, for replacing non-renewable fuel (coal) for hot air generators. At Gajraula we are using only renewable Fuel like Rice Husk for hot air generators thereby completely replacing Coal consumption. To embed continuous improvement into the company’s DNA, and to further enhance its People, Process and System capabilities, various transformation methodologies Greenbelt methodology and 5-S, have been deployed across the manufacturing function. Many other initiatives have been taken across plants to strengthen EHS (Environment, Health and Safety) systems. Various measures to control fugitive emission at fertilizer plant at Gajraula have been taken.

We have continued emphasis on compliance to regulations, GMP (Good Manufacturing Practices) through continuous assessment and review of quality systems with industry guidelines and regulatory standards.

We have formulated Environment, Health and Safety (EHS) Policy, applicable to all locations irrespective of the type of operations and geographies. The policy outlines the fundamental ideology of not only complying with the regulatory standards but also excelling in improving its EHS performance through continual improvement approach. The EHS policy acts as a guiding principle for identifying, addressing and eliminating or mitigating any impacts/risks arising from resource utilization, processes, unsafe working conditions, waste, effluent generation or emissions. We value health and safety of the people above all and the need for preventing Pollution. EHS management systems have been one of the integral part of our business at all manufacturing locations.

Our Gajraula plant received below awards during the year.

- Greentech Safety Award, for plant's performance in Safety Excellence.
- Four Star Rating from VZ-RSI (VISION ZERO RATING SYSTEM) for outstanding achievement in Safety Health and Wellbeing for Sustainable business growth.
- ECOVADIS certificate for Sustainable Performance

Our Savli plant received below award during the year

- ECOVADIS certificate for Sustainable Performance

Our Sahibabad plant received below award during the year

- Greentech Environment Award", for Environment Excellence
- Certificate of Appreciation", from NSCI (National Safety Council of India), for Safety performance.

Our Kapasan plant received below award during the year

- Four Star rating in Environment Excellence award

Supply Chain Management

In line with our unwavering commitment to excellence, we are proud to highlight our robust and strategic approach to supply chain management. The company upholds a resolute collaborative partnership with our valued suppliers, a partnership founded on transparency, trust, and shared success. Our supply chain management strategy is meticulously engineered to not only meet but exceed the expectations of our customers. We are proactive in identifying and mitigating potential supply chain risks, ensuring an uninterrupted flow of high-quality materials and components. By fortifying these measures, we ensure a stable and sustainable source, safeguarding the reliability of our products and services.

In FY 2024, the company took major initiatives to reduce costs by better inventory management, increased supplier's Credit terms, and alternate vendor development for A class RM, PM & Indirect Purchases. The business planning cycle was strengthened through S&OP (Sales & Operations planning) and S2F process improvements.

The finished goods, logistics and distribution structure of the Company's consumer products business was also remodeled this year for lower inventory yet not compromising on product availability and OTIF dispatches. Few geographically closer warehouses were merged so that the overall inventory got reduced.

Going forwards, we shall continue focus to develop alternate suppliers for key Raw Materials (Specially for Imported RM, Indirect Purchases & Capital Equipment's), Packing Materials we shall continue to target and achieve higher levels of efficiency across categories with a primary focus in the area of Raw Material and logistics while ensuring delivery of value to our end customer.

Human Resources –
"Our Key Differentiator"

At Jubilant Agri and Consumer Products, our employees have always been at the core of our strategy. This year was a consolidation year wherein the strides and initiatives taken during the last year spanning across all the businesses were critically reviewed on the stage gated success milestones.

Our teams across business were pivotal in driving the initiatives and were ably supported by adequacy of resource alignment to ensure each of our employees succeeded in their respective accountabilities. Our People processes, starting from the Organization design, Talent acquisition, Onboarding, engagement, and capability building were tightly aligned to the business strategy thereby acting as a catalyst.

At Jubilant Agri and Consumer Products Limited, we ensure an ethically compliant workplace, work ethos and a high level of corporate governance for our employees. We review our policies and people processes to make sure we are competitive across the relevant markets. We are confident in our strides, we assess and evaluate our hits and misses, we learn from both to fuel our journey of continual improvement.

"Caring, Sharing and Growing" are our core guiding principles, which are radiated through our integrated Talent Management initiatives, which is closely knit to the business strategy. This defines who we are and what we stand for.

Workforce planning is a live action agenda that we undertake. The markets and the customer needs are dynamic and so are our organization structure where each region, each product line and each customer is adequately touched through the dynamic and resilient organization plan that we create and sustain. Our people structures reflect a high level of customer centricity. New requirements stemming out of these structures are met through internal talent or infusing the right talent from the market.

Succession planning and internal talent dashboards are reviewed periodically to identify possible voids and plans created to ensure adequacy of talent across all critical and unique rolls. Critical positions have been filled either through internal talent portability or some critical capabilities have been addressed through lateral hires. The target setting exercise is done in a top down flow to ensure adequate sanctity and transparency across the organization.

The focus for the last two years has been to ensure a transition as a digital organization. The core team at the corporate office and a pool of strategic partnerships are working round the clock to ensure a phased digital ecosystem for all the businesses. The digital strategy is two pronged while the key focus has been to ensure that the work life of our field champions transforms, and the internal back-office system also experiences a digital revolution to ensure holistic integration. The digital blue print is based on our vision of giving "The Power to You", empowering our customer facing employees to leverage this technology edge and deliver superior customer delight and improved business results.

Driving excellence across processes has been another key initiative. As we speak, the Sales Excellence vertical works very closely with the B2C businesses delivering on the two Ps, people capability and process. All customer-interfacing roles get assessed for competencies to ensure "The Jubilant Way of Selling" is delivered across the geography. This also includes the influencer engagement teams who have the key responsibility to engage with influencers and deliver the sell-out. The training and certification programs are delivered Pan-India and this investment is showing early promising signs translating in to business results.

Internal Control Systems and Risk Management

Risk-taking is an inherent trait of any enterprise. It is essential for growth or creation of value in a company. At the same time, it is important that the risks are properly managed and controlled, so that the Company can achieve its objectives effectively and efficiently.

Internal Financial Control Framework

Section 134(5)(e) of the Companies Act, 2013 requires a Company to lay down internal financial controls system (IFC) and to ensure that these are adequate and operating effectively. Internal financial controls, here, means the policy and procedure adopted by the Company 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. Our Internal Financial Controls (IFC) system has been established with policies and procedures that incorporate all the five elements:

- Orderly and efficient conduct of business
- Safeguarding of its assets
- Adherence to Company's policies
- Prevention and detection of frauds and errors
- Accuracy and completeness of the accounting records and timely preparation of reliable financial information

In addition, we have a transparent framework for periodic evaluation of the IFC through periodic internal audits and quarterly online controls self-assessment through Controls Manager software. This reinforces the Company's commitment to adopt the best corporate governance practices.

Implementation of Internal Financial Controls

To compete in industry, stringent Corporate Governance and financial control over operations is essential for the Company. To ensure a robust Internal Financial Controls framework, we have worked on three lines of defence strategy:

- **Build internal controls into operating processes:** To this end, we have ensured that detailed Delegation of Authority and Standard Operating Procedures (SOPs) for the processes are followed, financial decision making is done through Committees, IT controls are built into the processes, segregation of duties is clear, strong budgetary control framework exists, the entity level controls including Code of Conduct, Ombudsperson office etc. are established.
- **Create an efficient review mechanism:** We created a review mechanism under which all the businesses are reviewed for performance once in a month and functions are reviewed once in a quarter by the Chief Executive Officer (CEO).
- **Independent assurance:** We have appointed a Big Four firm as our internal auditors to perform systematic independent audit of every aspect of the business to provide independent assurance on the effectiveness of the internal controls and highlight the gaps for continuous improvement.

To improve the controls in operations, we have established, for each line of business, the concept of financial decision-making through operational committees. The entire purchase, credit control and capital expenditure decisions are taken jointly in committees. The key roles of these business committees are as under:

- Purchase Committee ensures high quality purchases at economical cost and maintains reliability of supplies from reputed suppliers with long-term relationships.
- Capex Committee ensures cost reduction with proper negotiation and monitors time and cost overrun.
- Credit Committee evaluates the credit risk and approves the maximum specific credit which can be provided to any particular customer. This committee approves the credit limits annually and is empowered to make changes as and when required.

The Audit Committee act as a governing body to monitor the effectiveness of the Internal Financial Controls framework.

Risk Management

Our Vision on Risk Management

To establish and maintain enterprise wide risk management capabilities for active monitoring and mitigation of organizational risks on a continuous and sustainable basis.

Risk Management Strategy

The Company has a strong risk management framework in place that enables regular and active monitoring of business activities for identification, assessment and mitigation of potential internal or external risks. The Company has in place a well-established processes and guidelines along with a strong reviewing and monitoring system at the Board and senior management levels.

Our senior management team sets the overall tone and risk culture through defined and communicated corporate values, clearly assigned risk responsibilities and appropriately delegated authority. We have laid down procedures to inform Board members about the risk assessment and risk minimization procedures. As an organization, we promote strong ethical values and high levels of integrity in all our activities, which by itself significantly mitigates risk.

Risk Management Structure

Our risk management structure comprises the Board of Directors and Audit Committee at the Apex level, supported by the Managing Director, Business Heads, Functional Heads, and Unit Heads. As risk owners, the Heads are entrusted with the responsibility of identification and monitoring of risks. These are then discussed and deliberated at various review forums chaired by the Managing Director and actions are drawn upon. The Audit Committee, Managing Director, and CFO act as a governing body to monitor the effectiveness of the internal financial controls framework.

Risk Mitigation Methodology

We have a comprehensive internal audit plan exercise which helps to identify risks at an early stage and take appropriate steps to mitigate the same. We have completed twelve years of our certification process wherein, all concerned Control Owners certify the correctness of controls related to key operating, financial and compliance, every quarter. This has made our internal controls and processes stronger and also serves as the basis for compliance as per Regulation 17 (8) read with regulation 33 (2) (a) of Listing Regulation as stipulated by SEBI.

Management 's Assessment of Risk

The Company identifies and evaluates several risk factors and draws out appropriate mitigation plans associated with the same. Some of the key risks affecting it businesses are laid out below:

Competition

The Company operates in a competitive business environment in each of its business segments. Climatic conditions have a pivotal role to play in Agri Products prospects. Uncertainty in monsoons and non-uniform distribution of rainfall has repercussions like sudden change in cropping pattern, pest attack, and changes in output prices of commodities. All these factors highly impact the demand and supply balance of fertilizers.

The movement of bulk fertilizers requires timely availability of carriers and railway wagons (rakes) which at times get affected due to movement of other commodities at the same time. In addition, price movements in the international market for alternatives to SSP such as DAP and NPK complexes, poses risk in the form of consumer preference for these alternative products thereby impacting demand for SSP.

In Agri Products is dependent on climate which plays a vital role. The SSP demand is influenced by the availability and import prices of other bulk phosphatic fertilizers like DAP and NPK complex which create intense competition in the market and an alternative to the farmer.

Further, the increase of international price of raw material like rock phosphate, Sulphur also affect the SSP selling price while giving an opportunity to the farmer to opt for alternative products such as DAP /NPK.

Government NSBS Policy and guidelines will also impact the demand and selling price of SSP.

In Consumer Product business, low involvement of consumer and price sensitivity makes the Company dependent on channel and influencer for creating demand for its products. The Company has worked out strategies to expand distribution channel, build up product portfolio in high growth segments and strengthen brand usage among influencers with loyalty programs and various interactive marketing initiatives. The company will also embark on a Brand Affinity building drive with End Consumers to establish JivanJor as a strong player in the Adhesives category in their consideration set. This will, in sync with various influencer programs, help amplify brand usage across.

In the Food Polymers and Latex business, the Company contends with international competition including China benefiting from cost advantages. Additionally, export-oriented activities face rivalry from European counterparts within an industry experiencing limited growth, resulting in pricing pressures among the top players. Despite these hurdles, robust customer and account management initiatives have secured long-term commitments, driving profitable outcomes in FY 2024. Plans are in place to replicate this success and sustain growth in the coming years.

Cost Competitiveness

The Company believes that its growth and market position is due to the quality & customer service that it stands for. Rising input prices amidst inflationary market conditions pose a risk to the Company's ability to remain price competitive and build profitability to drive future growth. Volatility in prices of raw materials any surge in logistics, cost may have a significant impact on operating margins.

The Company continues to take initiatives to reduce costs by business excellence initiatives, value engineering in RM & PM with support of R&D & alternate suppliers. Wherever feasible, the Company is entering into long term contracts with volume and price commitments with suppliers/PSUs. Alternative supply sources are being identified to negate the adverse impact of short supply of raw materials and R&D initiatives being evaluated to develop cheaper / easily available alternatives. The focus is also on improving profitability by increasing supply chain and R&D effectiveness, thereby reducing manufacturing costs.

Foreign Currency Fluctuations

Foreign currency exposures arising out of international revenues and significant import of key raw materials could adversely impact the profit margins of the Company. Depreciating rupee poses a risk of imports becoming dearer and raw materials more expensive. Further, volatility and uncertainty in Forex rates creates challenges in determining the right price of the product in the market.

The Company does not use any derivative financial instruments or other hedging techniques to cover the potential exposure as the net foreign currency exposure is not significant.

Capacity Planning and Optimization

As a part of its growth strategy, the Company makes investments to expand capacity and service capabilities and focuses on debottlenecking the existing plants. Debottlenecking/process improvements helped in generation of additional capacity with the available resources in Adhesives, SPVA plants. Additional capacities, through new equipment, have been created in the Latex plant. This is critical to achieve our business objectives of driving growth and maintaining market leadership. Non-availability of sufficient capacity due to delayed commissioning, cost overruns and inability to deliver as per standards, can significantly impact achievement of revenue targets, margins and expected return on investment (ROI). It can also result in customer dissatisfaction and an adverse impact on reputation. Uncontrollable breakdowns and idle capacities may contribute to inefficiencies in the manufacturing process. Similarly, unutilized capacity for short periods due to power breakdown, unavailability of labor, transport strike etc. may impact the ability to meet customer demand and garner market share.

The Company has robust processes in place to continuously monitor planned capacities and utilization ratio, aligned with good manufacturing practices and coprehensive Preventive maintenance plan. The Company takes additional initiatives to commit to customer orders only after taking into consideration the key capital projects planned for execution. The Company’s growth objectives are aligned with the project team execution plan. It periodically embarks on debottlenecking and other initiatives to improve efficiencies and build additional capacities.

Portfolio and mix: Product and Customer Concentration

A balanced portfolio in terms of customers, markets and products is critical for the Company to be able to execute business strategies and monitor the impact of decisions. Any change in customer’s organization behavior, needs or expectations may adversely impact the competitive position and margins of the Company. A high customer concentration poses a risk of sudden fall in revenue and margins and share of business due to any change in consumers’ needs and trends, preference for a competitor and /or liquidity crunch due to inability to collect dues from customers.

Agri Product, to meet emerging nutrient deficiency in crop produce which creates malnutrition condition, fertilizer industry in collaboration with Government of India makes continuous efforts to provide nutrient rich fertilizers to farmers. This helps farmers maintain crop yields and thus get higher returns. Jubilant also played its role in maintaining soil health and increasing crop yields by introducing more product under FCO – Boronated SSP(Granular), Zincated SSP (Powder), Zincated SSP (Granular), SSP fortified with Boron and Zinc (Super Formula - Granular) and SSP fortified with Boron, Zinc & Magnesium (Ultra Gold).

Business is in process of launching Mono Zinc, Nutri mix 5% (State Grade) and Bio-Poshan

As a part of business planning and periodic review meetings, the Company strives to identify and explore new profitable markets for its products as well as new downstream opportunities in terms of applications and alternative uses of the products available in its portfolio.

Food Polymers and Latex business, an over-dependence on single product or few customers, may adversely impact the realization of long term business objectives in the event of any regulation limiting the end use application. We continue to address this issue by adding newer customers as well as applications to the portfolio. Efforts on the Food Polymers continue but the challenge remains with limited customer base and even in that a few holding by far the majority share. Failure to effectively / optimally utilize co-products as per strategy may result in inventory build-up, distress sale and forced losses.

As a part of business planning and periodic review meetings, the Company strives to identify and explore new profitable markets for its products as well as new downstream opportunities in terms of applications and alternative uses of the products available in its portfolio.

Human Resources – Digital Experience

A Digital work life is a new way of working that brings with it the challenge of affecting this change management across the organization covering employees and even trade partners.

The organization has a clear vision and the same is being communicated with conviction to all the stakeholders. The toll to create a positive impact and succeed at Jubilant will be availability of adequate information with the employees managing the internal and external customer experience. Adequate resources are being deployed to ensure our digital initiatives are user friendly, secure and cleared post UAT. Training is being provided to all the stakeholders on the features of the digital interface to ensure a holistic ownership and commitment to this initiative.

Human Resources-Acquire and Retain Professional Talent

Our talent management strategy is anchored on the postulate that synergic teams ensure long-term success.

While on one hand, we continually review and assess our talent requirements to be in line with the market and competition, we are always open to external stimulus to bring onboard relevant talent from the market to further the velocity of our initiatives.

The Company has invested in talent planning, assessing and refining the most impactful parts of our hiring process by soliciting feedback from candidates and recent hires to better understand their experience and take the processes of recruitment, selection and onboarding to the next level.

Succession plans for critical roles are aggressively perused to address the inevitable impact on the business objectives in case of talent drain. Many internal movements have been executed which have yielded a positive impact for the organization.

Cross-functional teams at work ensure adequacy of empathy and sensitivity across business and function teams. The organization lays an overarching focus on utilizing the CFTs to mitigate live wire challenges across the board.

Our performance management system starting from target setting, cascade and then the performance assessment is adequately anchored across the financial targets for the organization. The assessment is data centric and differentiates “High Performance High Potential” employees. The sales incentive programs are also strongly aligned to the focus initiative for the specific period which ensures an extremely high level of commitment of the teams to the action agenda.

The Company continues to hire new and specialized talent for scientific and technical roles also, further cemented through the engagement programs being the reward and recognition programs. Focused capability building through need based training programs are provided to identified employees at all levels.

The organization is adequately poised to have an aggressive business plan for the new year which is based on the adequacy of a holistic people strategy.

Distribution Channel and Brand Recall

In Agri Products, for better brand recall and to impart product knowledge, it is important to engage with all stakeholders regularly through various activities. In Agri Products, various promotional activities are conducted at field level to generate awareness among the farming community/ channel partners etc. These activities include spot farmer meetings, shop/ wall/trolley paintings, dealer and retailer meetings, farmer consultations/ visits, jeep campaigns, field demonstrations, Kisan melas and field days. Crop and region-specific POP material also aid in raising product awareness among the stakeholders.

In Wood Adhesives and Wood Finishes business, the Company competes nationally with both National and Regional players, with a strong network of Distributors and Dealers, which ensures availability of our products across the length and breadth of the country. As distributors and dealers play a significant role in driving consumer behavior, managing their loyalty, continuity and commitment is of paramount importance to succeed.

The Company has earmarked several brand building initiatives to carry-out tailored programs for specific markets to maximize return on investment (ROI). To widen its distribution network, it plans to expand its distribution footprint in unrepresented markets and dealer-segments. Also, processes are being streamlined to manage distributor inventory and its liquidation which would in return offer better returns to distributors and hence secure their long term loyalty and commitment.

In Consumer Products business, the Company has started interactive CRM program to effectively reach out to its various stakeholders.

R&D Effectiveness

Innovation in terms of new products, new applications and new cost saving techniques of manufacturing and building a robust product pipeline is critical to the success of the Company. Failure in innovation and inability to build a robust product pipeline, which can be commercialized in a timely manner, may adversely impact the Company's competitive position. Risk of developing products which do not meet the required quality parameters may also significantly impact the Company's reputation and result in loss of future business. It is equally critical for the business to innovate new applications to maintain its leadership position.

The Company has robust plans in place with earmarked budgets and investments in R&D aligned to the business plans. Business teams keep a constant check on new technological advancements and work with R&D to sponsor these specific projects. This is complemented by a dedicated R&D team which keeps itself abreast of the regulations, upcoming technology changes and leading practices.

Compliance and Regulatory

We need to comply with a broad range of statutory compliances like obtaining approvals, licenses, registrations and permits for smooth working of our business, and failure to obtain or renew them in a timely manner may adversely impact the operations. For businesses like Latex and SPVA, compliance has become a critical factor due to ever increasing demand from key customers to obtain international approvals and licenses. Failure to achieve regulatory approval of new products can mean that we do not recoup our R&D investment through the sale of final products. Any change in regulations or reassessment of safety and efficacy of products based on new scientific knowledge or other factors could result in the amendment or withdrawal of existing approvals to market our products, which in turn could result in revenue loss. This may occur even if regulators take action falling short of actual withdrawal. We have adopted measures to address these stricter regulations by increasing the efficiency of our R&D process, reducing the impact of extended testing and making our products available in time.

In Food Polymers business, plans have been implemented to comply with regulations that have come in force in the recent past, both in India and in relevant markets. Further, developments in the regulatory space are being continuously monitored.

Environment Health and Safety (EHS)

In the current business climate of reputational threats and rising political backlash, corporates need to tread carefully to maintain public trust. Social acceptance and Corporate Social Responsibility (CSR) have become increasingly important over the last decade. Non-compliance with stringent emission standards for the manufacturing facilities and other environmental regulations may adversely affect the business. Manufacturing of the Company's products involves hazardous chemicals, processes and by-products and is subject to stringent regulations. Proximity of plant locations to residential colonies amidst rapidly changing urbanization dynamics poses additional risk to its business.

The Company anticipates that environmental laws and regulations in the jurisdictions, where it operates, may become more restrictive and be enforced more strictly in future. It also anticipates that customer requirements as to the quality and safety of products will continue to increase. In anticipation of such requirements, the Company has incurred substantial expenditure and allocated other resources to proactively adopt and implement manufacturing processes to increase its adherence to environmental standards and enhance its industrial safety levels.

The challenges due to the Company's operations related to EHS aspects of the business, employees and society are mapped and mitigated through a series of systematic and disciplined sets of policies and procedures.

Various awards/accolades received for EHS performance, are listed in section named "Manufacturing".

Business Interruption

The Company's core manufacturing facility for a majority of its business is concentrated at Gajraula, India. Any disruption or stoppage of work at this facility, for any reasons, may adversely affect our business. Besides, the presence of a majority of the workforce in the residential colony adjoining our plant premises ensures sustenance of plant operations under challenging circumstances.

Other external interruptions- Fertilizers being partly subsidized important Agri input; are under government regulations. Any changes in government policies need creation of awareness among dealers, retailers, and farmers etc. to ensure smooth implementation at ground level. Changes in the rainfall patterns also affect the business directly. The major change in fertilizer sector policy is that of DBT, Training of retailers/ farmers and information sharing with sales staff is crucial for smooth business functioning and to avoid any gaps.

Industrial Chemical- Sulphuric Acid is also facing stiff competition as the RM prices have up surged and the prices are highly volatile in nature. Hindustan Zinc Limited (HZL) produces Sulphuric Acid as a byproduct of their smelting activities. HZL makes most of the demand and supply dynamics and plays with market sentiments by sometimes supplying at rock bottom prices. This affects all the key manufacturers present in the market including us.

The administrative controls and volatility in market impact cash flows and impose additional cost to business.

In Food Polymers business, adequate finished goods inventory is being maintained at stock points within the factory, as also close to the main markets/customers, to maintain supplies to key customers in the event of any stoppage of manufacturing operations. This inventory cover, however, would be for a limited period. The risk of impact on business in case of a prolonged stoppage / interruption of operations remain.

In Latex business, the manufacturing facility is at Samlaya, Vadodara, India. Any disruption or stoppage of work at this facility, for any reasons, may adversely affect our business.

Butadiene is one of the major raw material used for production of VP & SBR Lattices. Butadiene is currently available from limited manufacturers in the country. Being gaseous in nature it is not possible to import Butadiene in small parcels and there is limitation of storage, hence procured from domestic suppliers only. If there is an issue with the availability of Butadiene due to an unplanned shut-down taken by domestic suppliers, the production of lattices would be affected adversely.

To mitigate this risk, we have business relationships with multiple suppliers and keep an adequate inventory of Butadiene. We are also exploring to enhance the storage capacity of Butadiene at plant.

Industrial All Risk insurance protection has been taken by Jubilant to ensure continuity in its earning capacity.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

In terms of Schedule VI, Part A, Para (12), Sub-para (A) of the ICDR Regulations, our Board has approved the Materiality Policy for Determination of Group Companies and Litigation. Pursuant to the Policy, our Company is required to disclose in this Draft Information Memorandum, (i) all criminal proceedings; (ii) all actions by regulatory and statutory authorities; (iii) claims related to direct and indirect taxes, in a consolidated manner; and (iv) all civil proceedings involving an amount of INR 2 (two) Crores and above, in each case involving our Company, our Directors, our Promoters and our Subsidiary. Additionally, all disciplinary action including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years, including outstanding action have to be disclosed. Further, any litigation involving our Group Companies which may have a material impact on our Company is also required to be disclosed.

*Further, pre-litigation notices received, if any, by our Company, our Directors, our Promoters, our Subsidiary or our Group Companies (the "**Relevant Parties**") from third parties (excluding those notices issued by statutory/regulatory/tax authorities) shall, unless otherwise decided by the Board of Directors, not be considered material until such time that the Relevant Party is impleaded as defendant in litigation proceedings before any judicial forum.*

All terms defined in a particular litigation disclosure below are for that particular litigation only.

A. Litigation involving our Company

1. Criminal proceedings against our Company

(A) Criminal proceedings against our Company under Sections 3 and 7 of the Essential Commodities Act:

Given below are the details of criminal proceedings filed against our Company under Sections 3 and 7 of the Essential Commodities Act read with the Fertilizer Order pertaining to samples of SSP manufactured at our Company's manufacturing plant in Singhpur, Kapasan in Rajasthan collected from the premises of our dealers and distributors not meeting prescribed specifications for SSP.

For contravention of any order made under Section 3 of the Essential Commodities Act, Section 7 of the Essential Commodities Act prescribes a penalty of imprisonment between 3 months to 7 years and also a fine as determined by the court.

S. No.	Case No.	Forum	Cause-Title
1.	EC/8/2014	CJM Kapasan, Kapasan, Chittorgarh	State vs Jubilant Organosys Limited (now the Company)
2.	REG. CRI. CASE 234/2015	CJM Tonk, Tonk, Rajasthan	Dinesh Kumar Bairwah, Agriculture Director, Govt. of Rajasthan, District Tonk vs Arihant Fertilizers/ Jubilant Agri and Retail Private Limited/ R.M. Malik & Ors.
3.	REG. CRI. CASE 31922/2014	CJM Kota, Kota, Rajasthan	State vs. Jubilant Agri And Consumer Products Limited through Ravinder Malik & Ors.
4.	REG. CRI. CASE 29826/2014	CJM Kota, Kota, Rajasthan	State vs. Jubilant Agri And Consumer Products Limited through Ravinder Malik & Ors.
5.	COMA/4176/2023	CJM Yamuna Nagar, Yamuna Nagar, Haryana	State of Haryana vs Jubilant Agri and Retail Private Limited through Dr. Vishnu Gupta, QC Manager & Ors.
6.	REG. CRI. CASE 3307/2014	CJM Dungarpur, Dungarpur, Rajasthan	State of Rajasthan vs Vyavsthapak Lamps & Jubilant Organosys Limited (now the Company)
7.	REG. CRI. CASE 3308/2014	CJM Dungarpur, Dungarpur, Rajasthan	State of Rajasthan vs Vyavsthapak Lamps & Jubilant Organosys Limited (now the Company)

(B) An FIR No. 269 dated July 12, 2024 under Section 318 BNS and Sections 3 and 7 of the Essential Commodities Act was filed against the Company by the Fertilizer inspector cum senior Agricultural Development Officer, Mrs. Pratibha Tambhre before the Varasivni, District Balaghat, Madhya Pradesh. On July 12, 2023, a surprise inspection of the warehouse located at AIZONE Agri Centre, Katangi Road, District Balaghat, Madhya Pradesh conducted by the Agriculture Department, revealed illegal activities. The Fertilizer inspector cum senior Agricultural Development Officer and her team observed Mr. Ajay Khatre attempting to conceal branded fertilizer sacks. The inspection led to the seizure of expired pesticides, illegally stored fertilizers, pesticides, seeds, and empty printed sacks of various fertilizer brands. A subsequent FIR was filed against the warehouse owners, operators, the company, and other involved parties. Currently, the matter is under investigation.

(C) The Company received a bailable warrant in Criminal Case No. 135787/2023 from the Chief Judicial Magistrate, Ghaziabad District Court, Ghaziabad, Uttar Pradesh in the matter of *Kishan Singh vs Jubilant Agri And Consumer Products Limited*. The warrant required the Company to appear in court for a complaint filed under Section 14(2) of the National Capital Region and Adjoining Areas Act, 2021. In December 2021, the Company received a closure order from Commission for Air Quality Management in National Capital Region and Adjoining Areas ("**Air Quality Commission**"). This directive stemmed from the Company's unauthorized use of a diesel generator at its manufacturing plant. In compliance with the order, the Company temporarily ceased operations. However, the Company contested the decision, arguing that they possessed valid permits for both the plant and the generator. Furthermore, the Company emphasized the critical role of uninterrupted power supply in their manufacturing process, asserting that power fluctuations posed serious safety risks. Citing a Supreme Court ruling that empowered the Air Quality Commission to review such cases, The Company formally requested a reassessment of their situation. The Air Quality Commission ultimately granted the Company permission to resume operations in December 2021, albeit with conditions and the submission of a formal commitment to comply with all applicable requirements.

2. Criminal proceedings by our Company

(A) Given below are the details of criminal proceedings filed by our Company:

S. No.	Case No. & Title	Forum	Particulars
1.	Jubilant Agri and Retail Private Limited vs Traventure Holidays COMP. 487/IXACMM/IIYD/2018	Addl. CMM, Hyderabad	The Company hired Traventure Holidays to organize a tour to Bangkok for its dealers. Traventure Holidays booked flight tickets and received full payment. However, one day prior to the scheduled departure, Traventure Holidays cancelled the tickets without prior notice. The Company demanded a refund, and Traventure Holidays issued a cheque for INR 10 lakh with an assurance to refund the entire amount. however, the cheque bounced. The Company filed a complaint before the Hyderabad Court under Section 156(3) of the CrPC. the court issued instructions, and an FIR was registered against Mr. Vivek Ghodawat, the owner of Traventure Holidays under Sections 420 and 406 of the IPC. Mr. Ghodawat was arrested and remained in judicial custody for one week, but a settlement could not be reached.
2.	Jubilant Agri And Consumer Products Limited vs State & Anr. Cr. Rev. Petition/710/2024	Additional District Judge, Ghaziabad District Court, Ghaziabad, Uttar Pradesh	This revision petition was filed against the bailable warrant issued by the Chief Judicial Magistrate, Ghaziabad which required the Company to appear in court for a complaint filed under Section 14(2) of the National Capital Region and Adjoining Areas Act,

			2021. The Company contended that the CJM's decision is flawed as it overlooks the Company's legitimate use of a diesel generator, a measure deemed necessary to prevent accidents during the manufacturing process. The petition further includes a request for condoning a delay in filing the revision and seeks an injunction to the ongoing proceedings until the matter is resolved.

(B) FIRs filed by our Company:

(i) The Company filed an FIR No. 371/2018 dated December 20, 2018 under Sections 420 and 406 IPC read with Section 156(3) CrPC against Mr. Vivek Ghodawatj, proprietor of Traventure Holiday & Destination Management Service ("**Traventure**") at the Narayanguda Police Station in Hyderabad. The Company had availed the services of Traventure for the organization of an overseas trip to Bangkok, Thailand for its dealers. Despite receiving an advance payment, Traventure failed to fulfil its contractual obligations by not organizing the trip and subsequently failing to return the advance amount. A subsequent cheque issued by Traventure for INR 10 Lakhs was dishonored due to insufficient funds.

(ii) The Company filed an FIR No. 0416 dated August 4, 2020 under Sections 504 and 506 IPC against certain individuals at the Chittorgarh Police Station in Rajasthan. Badri Lal Jat, a former Member of Legislative Assembly, along with a group of individuals, verbally and physically assaulted Mr. Rishipal Singh as he was exiting the plant premises. The assailants threatened Mr. Rishipal Singh with further physical harm unless he agreed to employ their associates.

(iii) The Company filed an FIR No. 794 dated December 23, 2023 under Sections 379 and 427 IPC against certain individuals at the Gajraula, Amroha Police Station in Uttar Pradesh. Kamal Singh and others are alleged to have stolen jubilant achievers club coupons from the Company. The theft involved breaking the seals of two drums containing the coupons and subsequently selling or otherwise disposing of the stolen coupons for personal gain.

(iv) The Company filed an FIR No. 218 dated July 25, 2024 under Sections 115, 351, 119 and 3 BNS against certain individuals at the Kapasan Police Station in Chittorgarh. On May 4, 2024, Kapil Dwivedi, Deputy Manager of the Company's Kapasan plant, was physically and verbally assaulted by Mr. Bhanwarlal while enroute from the factory to his home in Chittorgarh. Mr. Bhanwarlal blocked Mr. Dwivedi's vehicle and demanded employment for himself and his associates, along with a sum of money.

(C) The Company has also filed 72 criminal complaints in relation to dishonour of cheques under Section 138 of the Negotiable Instrument Act, 1881 against its authorized distributors who have outstanding amounts due to non-payment for materials received by them. The total amount involved in these cases are INR 2,90,91,658/-.

3. Actions by regulatory and statutory authorities against our Company

Nil

4. Tax proceedings involving our Company

(in INR Lakhs, to the extent quantifiable)

Nature of Tax involved	Number of cases outstanding	Amount involved
Direct Tax (A)	**0**	**0**
Indirect Tax (B)		
Customs cases	1	202.78
Service tax cases	0	0
GST cases	11	80.67

Total (A+B)	12	283.45

5. *Material Civil proceedings against our Company*

Given below are the details of material civil proceedings filed against our Company:

S. No.	Case No. & Title	Forum	Particulars	Amount (INR)
1.	Visen Industries Ltd. vs VAM Organic Chemical Ltd. Suit No. 443 of 1993	Bombay High Court Ordinary Original Civil Jurisdiction	This litigation came to be transferred to the Company pursuant to a scheme of arrangement. During FY 1990-91 and FY 1991-92, Visen Industries procured Vinyl Acetate Monomer (Vam) for a total value of INR 72.43 Lakh. Subsequently, this Vam was utilized in the manufacturing process, facilitating the production and sale of Visen Industries' product, specifically "Visicol – MB," which commanded a total value of INR 315 lakh. In February 1992, Visen Industries received grievances from its customers pertaining to the nature of the product sold by Visen Industries, with allegations that it deviated from its purported classification as a copolymer, instead resembling a plasticized homopolymer. Visen Industries alleged that due to the two letters written by Jubilant to the plaintiff's main customers, namely Swadeshi and Natraj, these complaints were coming. Visen Industries contends that Jubilant tried to circumvent Visen Industries and directly supply its products to Visen Industries' customers. Matter is under adjudication	5 Crore
2.	Shivashakthi Builders and Developers & Ors. vs Enpro Oil P. Ltd., Food Express Stores, Jubilant Agri and Retail Private Limited and Jubilant Retail O.S. No. 5561/2014	City Civil Judge Bangalore Karnataka High Court	The lease agreement executed on September 18, 2010, pertaining to the premises identified as Sr. No. 10 & 12 Ramagondanahalli Village, Varthur – Hobli, Bangalore, was terminated by Jubilant due to the failure to meet specified conditions, including the non-availability of Occupation Certificate (OC) and Power Backup systems within the agreed upon timeframe. Subsequently, the counterparty initiated a legal action to recover expenses incurred for the construction of the property in accordance with Jubilant's requirements, along with accrued interest, as well as compensation for loss of profit and rent. On April 21, 2023, the case was listed for further deliberations and to address any necessary clarifications before the court. Both parties were present and informed the court that written arguments had been submitted and oral arguments had been concluded. The court duly acknowledged the presentations and adjourned the proceedings to a later date for the issuance of a final judgment.	21.89 Crore

3.	M/s Kids Kemp vs. M/s Food Express Stores and Ors. COMAP 325/2024	Registrar (Protocol And Hospitality) High Court of Karnataka	The Advocate for the appellant has filed the aforementioned COMAP/Commercial Appeal under Section 13(1A) of the Commercial Court Act, 2015, requesting that this Hon'ble Court call for the records and set aside the Judgment and Decree dated May 27, 2024, passed in Com. O.S. No. 346/2024 (formerly O.S. No. 5549/2013) by the Court of the LXXXV III Additional City Civil and Sessions Judge, Commercial Court, Bengaluru (CCH-84). The court ruled that Kids Kemp could not claim any amount from JACPL, and according to a letter from JACPL's CEO, no additional deposits were owed, and Kids Kemp could not claim compensation for JACPL's improvements. Additionally, the court ruled that the deposit to BESCOM would not be refunded by Kids Kemp. This appeal follows Kids Kemp's civil recovery suit, initially filed on July 30, 2013, seeking Rs. 13,22,25,000 and Rs. 1,43,75,000 per month from August 2013, along with Rs. 1 crore in damages since May 2013 for property damage. In response, JACPL asserted it paid a security deposit of Rs. 10,70,00,000 and reduced rent to Rs. 1 crore per month from October 2011 to May 2013, supported by invoices. JACPL also invested approximately Rs. 34,34,79,631 in property improvements and paid a BESCOM deposit of Rs. 21,48,700, both of which were to be refunded along with the security deposit.	13.22 Crores

6. Material Civil proceedings by our Company

Nil.

B. Litigation involving our Directors

S.Nos.	Nature of Proceedings	Cases outstanding
1.	Criminal proceedings against our Directors	Nil
2.	Criminal proceedings by our Directors	Nil
3.	Actions by regulatory and statutory authorities against our Directors	Nil
4.	Tax proceedings involving our Directors	Nil
5.	Material Civil proceedings against our Directors	Nil
6.	Material Civil proceedings by our Directors	Nil

C. Litigation involving our Promoters

1. Criminal proceedings against our Promoters (i.e. Shyam S. Bhartia and Hari S. Bhartia)

Given below are the details of criminal proceedings filed against our Promoters:

(i) In 2005, Mr. Atul Kakkar filed a criminal complaint before the Judicial Magistrate, Agra against Jubilant Pharmova (our Group Company) and its promoters, Shyam S. Bhartia and Hari S. Bhartia (in their respective capacities as chairman and managing director and co-chairman and manging director of Jubilant Pharmova) under Sections 420 (cheating) and 406 (criminal breach of trust) IPC alleging that fifty shares of Vam Organics Limited which were issued to the complainant, were transferred to certain transferees without notice to him nor his approval in connivance with the transferees.

An application for discharge of Shyam S. Bhartia and Hari S. Bhartia was filed before the Judicial Magistrate, Agra, who dismissed the application for discharge and directed Shyam S. Bhartia and Hari S. Bhartia to appear before him.

Thereafter, revision petition (CRLR 3836/2015) was filed before the Allahabad High Court against the Judicial Magistrate, Agra's order dismissing the application for discharge of Shyam S. Bhartia and Hari S. Bhartia and directing them to appear before the criminal court.

The proceedings before the Judicial Magistrate, Agra have currently been stayed by the Allahabad High Court.

(ii) The Commissioner of State Excise vide order dated March 3, 2018 cancelled the licenses of Jubilant Life Sciences Limited (now known as Jubilant Ingrevia) and a team of excise officials searched its factory at Nira in Maharashtra on the same day and sealed the operations of the distillery. The Commissioner of State Excise vide order dated March 9, 2018 also rejected the company's application for balance 75,000 B.L. of absolute alcohol to Piramal Enterprises Limited in Telangana.

The Excise Department filed an FIR 107/2018 under the Maharashtra Prohibition Act, 1949 on March 4, 2018 pursuant to which the general manager was arrested and thereafter released on bail by the Judicial Magistrate FC, Saswad Court. Since the Promoters who were directors were also named in the FIR, anticipatory bails have been obtained on March 20, 2018 from the Sessions Court, Pune. The Excise Department is yet to file the charge sheet in the case. Petition to quash the FIR has been filed before the Bombay High Court.

(iii) A criminal miscellaneous application was filed by Engineering Trades Corporation before Delhi High Court against the order of the Additional Sessions Judge, Tiz Hazari, Delhi which upheld the order of the Magistrate dismissing the criminal complaint filed by Engineering Trades Corporation (a distributor of animal nutritional products) against Jubilant Ingrevia (our Group Company) and our Promoter, Mr. Hari S. Bhartia (in his capacity as chairman and managing director of Jubilant Ingrevia) and certain officials of Jubilant Ingrevia under Section 420 of IPC alleging that Jubilant Ingrevia appointed Engineering Trades Corporation as a sole distributor thereby alluring it into making substantial investments, although Jubilant Ingrevia appointed other distributors. The matter is fixed for arguments.

2. Criminal proceedings by our Promoters

Nil.

3. Actions by regulatory and statutory authorities against our Promoters

Except for the below mentioned regulatory action and penalty imposed by SEBI against our Promoters (as promoters of Jubilant Life Sciences Limited, which is now a Group Company known as Jubilant Pharmova), no disciplinary action has been taken nor penalties imposed by SEBI or any stock exchanges, during the five immediately preceding years against our Promoters.

SEBI by an adjudication order dated January 31, 2018 had imposed a penalty of Rs. 10,00,000 each on the following notices:

SEBI by an adjudication order dated January 31, 2018 had imposed a penalty of Rs. 10 Lakh on each of the following noticees:

Names of the Noticees	Penalty Provisions and Violations
Mr. Shyam Sunder Bhartia (as promoters of Jubilant Life Sciences Limited)	Under section 15 G of the SEBI Act for violation of regulation 3 (i) of the SEBI PIT Regulations.
Mr. Hari Shankar Bhartia (as promoters of Jubilant Life Sciences Limited)	Under section 15 G of the SEBI Act for violation of regulation 3 (i) of the SEBI PIT Regulations.

Jubilant Life Sciences Limited (now known as Jubilant Pharmova)	Under section 23 A (a) of the SCRA for violation of clause 36 of Listing Agreement read with Section 21 of the SCRA.
Jubilant Stock Holding Private Limited	Under section 15 G of the SEBI Act for violation of regulation 3 A of the SEBI PIT Regulations
Mr. Amit Arora (ex-employee of Jubilant Life Sciences Limited)	Under section 15 G of the SEBI Act for violation of regulation 3 (i) of the SEBI PIT Regulations.

In terms of the adjudication order, SEBI had imposed penalty on the notices for selling and purchasing equity shares of Jubilant Life Sciences Limited while in possession of unpublished price sensitive information.

Appeals were filed against SEBI's adjudication order before the Securities Appellate Tribunal, Mumbai, which by its order dated November 7, 2019 in Appeal No. 174/2018, reduced the penalty on Jubilant Life Sciences Limited from Rs. 10 Lakh to Rs. 5 Lakh and dismissed the appeals of the other noticees. The penalty was paid by all the notices along with interest and hence the matter has been closed.

4. Tax proceedings involving our Promoters

The Income Tax Department passed an assessment order for AY 2016-17 raising a demand of Rs. 2.14 crores. On Appeal, Income Tax Tribunal quashed the assessment and such impugned demand was deleted in its entirety. An appeal was filed by the Income Tax Department against the Tax Tribunal's order before High Court of Allahabad and the matter is pending adjudication.

5. Material Civil proceedings against our Promoters

Nil

6. Material Civil proceedings by our Promoters

Nil

D. Litigation involving our Subsidiary

S.Nos.	Nature of Proceedings	Cases outstanding
1.	Criminal proceedings against our Subsidiary	Nil
2.	Criminal proceedings by our Subsidiary	Nil
3.	Actions by regulatory and statutory authorities against our Subsidiary	Nil
4.	Tax proceedings involving our Subsidiary	Nil
5.	Material Civil proceedings against our Subsidiary	Nil
6.	Material Civil proceedings by our Subsidiary	Nil

E. Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years including outstanding action.

Please refer to the heading above titled "*Actions by regulatory and statutory authorities against our Promoters*".

F. Outstanding dues to small scale undertakings or any other creditors of our Company

The details of outstanding dues to creditors, as at March 31, 2024, are as follows:

Particulars	Amount due (in INR Lakhs)
Micro and Small Enterprises	1,774
Other creditors (including Medium Enterprises)	17,150
Total	**18,924.5**

For complete details about outstanding dues to the creditors of our Company, see "*Financial Statements*" on page 93.

G. Litigation involving our Group Companies which has a material impact on the Company

There is no pending litigation involving the Group Companies which has a material impact on the Company.

H. Material Developments

For details of material developments since March 31, 2024, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 94.

GOVERNMENT AND OTHER APPROVALS

For Scheme related approvals, see section titled "*Other Regulatory and Statutory Disclosures*" and for details in connection with the regulatory and legal framework within which our Company operates, see "*Key Regulations and Policies* " on page 53.

Incorporation details

Certificate of incorporation dated August 21, 2008 issued to our Company by the Deputy Registrar of Companies, Uttar Pradesh and Uttranchal. For further details in relation to the incorporation of our Company, see sections titled "*History and Corporate Structure*" and "*General Information*" on pages 60 and 29, respectively.

Fresh Certificate of Incorporation consequent upon change of name on conversion from private limited to public limited company dated May 10, 2011 was issued to our Company by the Assistant Registrar of Companies, Uttar Pradesh and Uttranchal.

The Corporate Identification Number of our Company is U52100UP2008PLC035862.

Existing material approvals for our Company's establishments and business operations issued by authorities of the respective jurisdictions in which our factories and commercial establishments are located

Each of the manufacturing facilities of the Company have obtained requisite approvals, licenses and registrations, including Consent for Establishment under Water Act, and Air Act, Consent for Operation, and Authorization under Hazardous Waste Rules, Environmental Clearance, Explosives License, Storage of Furnace Oil/LDO, License to manufacture/store solvents, Fire NOC, Factory License, License to Import and Store Petroleum in Installation (Class A&B), License for Storage and Usage of Solvents, H.T. Electricity Installation Permit, Boiler Registration / Renewal, Weights & Measures approvals for Balances, Standard weights an storage tanks, CTO for Air, Water & Hazardous Waste Authorization, Controlled Substances License (Narcotics), Biomedical Waste Authorization. Groundwater Permission/NOC, licenses and registrations under The Fertilizer (Control) Order, 1985, relevant registration/certifications issued by the Bureau of Indian Standards, etc.

Labour / Employment related approvals:

Each of the manufacturing facilities and offices of the Company have obtained requisite approvals and licenses, including the Professional Tax Enrolment, Employee State Insurance Registration, Employee Provident Fund Registration, Labor License (Contract Labor), Shops & Establishment Registration, etc.

Approvals from Tax Authorities

(a) PAN issued by the Income Tax Department under the IT Act: AADCC4657M

(b) Tax Deduction Account Number issued to the Company by the lncome Tax Department under the IT Act for the following locations:

S. No.	Location	Tax Deduction Account Number
1.	Gajraula (Uttar Pradesh)	MRTJ01332C
2.	Sahibabad (Uttar Pradesh)	MRTJ01331B
3.	Savli, Vadodara (Gujarat) Samlaya	BRDJ01964E
4.	Kapasan, Chittorgarh (Rajasthan)	JDHJ03594D
5.	Noida (Uttar Pradesh)	MRTJ01317B

(c) The Company has received GST registration numbers for the operating locations. State-wise break down of the goods and service tax registration number of our Company is as follows

S. No.	State	GSTIN
1.	Bihar	10AADCC4657M1ZO
2.	Chhattisgarh	22AADCC4657M2ZI
3.	Delhi	07AADCC4657M1ZB
4.	Gujarat	24AADCC4657M1ZF
5.	Haryana	06AADCC4657M1ZD

6.	Karnataka	29AADCC4657M1Z5
7.	Kerala	32AADCC4657M2ZH
8.	Madhya Pradesh	23AADCC4657M1ZH
9.	Maharashtra	27AADCC4657M1Z9
10.	Punjab	03AADCC4657M1ZJ
11.	Rajasthan	08AADCC4657M1Z9
12.	Tamil Nadu	33AADCC4657M1ZG
13.	Telangana	36AADCC4657M1ZA
14.	Uttarakhand	05AADCC4657M1ZF
15.	Uttar Pradesh	09AADCC4657M1Z7
16.	West Bengal	19AADCC4657M1Z6

Intellectual Property

Trade Marks

The Company has 25 trademarks that are currently operational in India, for which the Company has obtained valid registration certificates under the Trademarks Act. Further, we have also made applications for additional 12 trademarks seeking registration under the Trademarks Act, which are currently pending before the Registrar of Trademarks, Government of India. The logo of our Company and its other artistic works are protected under trademark and copyright laws.

Patents

The Company has applied for the grant of 1 (one) patent in India which is currently pending.

2 (two) patents in India that were granted to Jubilant Organosys Limited (the agri products and performance polymer divisions of which were demerged into JIL) are yet to be registered in the name of the Company.

SECTION VIII – OTHER INFORMATION

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

INTERPRETATION

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the Articles become binding on the Company. The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith:-

(a) "The Act" means the Companies Act, 1956 and includes, where the context so admits, any re-enactment or statutory modification thereof for the time being in force.

(b) "These Articles" means these Articles of Association as originally framed or as altered, from time to time by Special Resolution in the General Meeting of the Company.

(c) "The Company" means **JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**

(d) "The Director or Directors" mean the Directors for the time being of the Company.

(e) "The Board of Directors" or "The Board" means the Board of Directors for the time being of the Company.

(f) "The Managing Director" means the Managing Director for the time being of the Company.

(g) "The Manager" means the Manager for the time being of the Company.

(h) "The Secretary" means the Secretary for the time being of the Company.

(i) "The Office" means the Registered Office for the time being of the Company.

(j) "The Register" means the Register of Members of the Company required to be kept under Section 150 of the Act.

(k) "The Registrar" means the Registrar of Companies, Uttar Pradesh and Uttarakhand.

(l) "Dividend" includes interim dividend.

(m) "Month" means calendar month.

(n) "Seal" means the Common Seal of the Company.

(o) "Proxy" includes Attorney duly constituted under a Power of Attorney.

(p) "In writing" and "Written" include printing, lithography and other modes of representing or reproducing words in visible form.

Word imparting singular number also includes the plural number and vice versa. Word imparting person includes corporation.

Table 'A' not to apply

2. Save as reproduced herein, the regulations contained in table 'A' in the Schedule to the Act shall not apply to the company.

Company not to purchase its own shares

3.(a) Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase of or lent on the security of, shares of the Company and the Company shall not give, directly or indirectly, any financial assistance, whether by way of loan, guarantee, the provision of security, or otherwise, for the purpose of or in connection with any purchase of or subscription of shares in the company or any Company of which it may, for the time being, be a subsidiary. This Article shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise lien conferred by Article 31.

Buy back of shares

3.(b) Pursuant to applicable laws and notwithstanding anything else contained to the contrary in these Articles, the Company may acquire, purchase or buy back its own shares or other specified securities out of its free reserves or the securities premium account or the proceeds of any shares or other specified securities or by any other mode or manner and/or upon such terms and conditions and subject to such limits and such approvals as may be legally permissible.

SHARES

Division of capital

4.(a) The Authorised Share Capital of the Company shall be of such amount and be divided into such shares as mentioned in Clause V of the Memorandum of Association of the Company from time to time and the paid up capital of the company shall be minimum Rs. 5,00,000/- (Rupees Five Lacs) only.

4.(b) The Preference Shares forming part of the Share Capital of the Company shall have such rights and privileges attached thereto in respect of dividend and return of Capital as shall be determined by the Company in general meeting prior to the issue of such Shares.

Redeemable Preference Shares

4.(c) Subject to the provisions of Section 80 of the Act and these Articles, the Company shall have power to issue Preference shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may exercise such power in such manner as it may think fit.

4.(d) The Board shall have the power to issue a part of the Authorised Capital by way of shares with differential rights as to dividend, voting or otherwise, at prices, premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject, however, to applicable legal provisions.

Allotment of shares

5. Subject to the provisions of these Articles, the Board shall have powers to allot the shares to any person or otherwise dispose of the same, on such terms and conditions, at such times, either at par or at a premium, and for such consideration as the Board thinks fit. Provided that, where at any time (after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier) it is proposed to increase the subscribed capital of the Company by the allotment of further shares, then, subject to the provisions of Section 81(1A) of the Act, the Board shall issue such shares in the manner set out in the Section 81(1) of the Act. Provided that, option or right to call of any shares shall not be given to any person except with the sanction of the Company in general meeting.

Return of allotments

6. As regards all allotment made from time to time the Company shall duly comply with Section 75 of the Act.

Restrictions on allotments

7. If the Company offers any of its shares to the public for subscription:-

(a) no allotment thereof shall be made, unless the amount stated in the prospectus as the minimum subscription has been subscribed, and the sum payable on application thereof has been paid to and received by the Company; whether in cash or by a cheque or other instrument which has been paid.

(b) the amount payable on application on each share, shall not be less than 5 per cent of the nominal amount of share; and

(c) the Company shall comply with the provisions of subsection (4) of Section 69 the Act. And if the Company shall propose to commence business after filing a statement in lieu of prospectus, the Board shall not make any allotment of shares payable in cash unless Sections 70 and 149 of the Act shall have been complied with.

Commissions and Brokerage

8. The Company may exercise the powers of paying commission conferred by Section 76 of the Act, provided that the rate per cent, or the amount of commission paid or agreed to be paid shall be disclosed in the manner as required by the said Section and the commission shall not exceed the percentage prescribed by the Act. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

Shares at a discount

9. Subject to the provisions of section 79 of the Act, the Company may issue shares at discount of a class already issued.

Installments of share to be duly paid

10. If by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the share or by his executor or administrator.

Liability of joint-holders of shares

11. The joint-holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.

Trust not recognized

12. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by Statute required be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person.

Who may be registered

13. Shares may be registered in the name of any person, company or other body corporate. Not more than three persons shall be registered as joint holders of any shares.

CERTIFICATES

Issue of Share Certificates

14. Subject to the provisions of The Companies (Issue of Share Certificate) Rules, 1960, or any statutory modification or re-enactment thereof, share certificates shall be issued as follows :-

(a) The certificate to title to shares and duplicates thereof when necessary shall be issued under the Seal of the Company which shall be affixed in the presence of (i) two directors or persons acting on behalf of the directors under a duly registered Power of Attorney, and (ii) the secretary or some other person appointed by the Board for the purpose. The two directors or their attorneys and the secretary or other person shall sign the share certificate. Provided that, if the composition of the Board permits of it, at least one of the aforesaid two directors shall be a person other than a managing or whole-time director.

Members' right to Certificate

(b) Every member shall be entitled to have certificate in marketable lots free of charge for all the shares of each class registered in his name or, if any member so wishes, to several certificates each for one or more of such shares, but in respect of each additional certificate which does not comprise shares in lots or market units of trading, the Board may charge a fee of Rs. 2/- or such less sum as the Board may determine. Unless the conditions of issue of any shares otherwise provide, the Company shall either within three months after the date of allotment and on surrender to the Company of its letter of allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or renunciation or in case of issue of bonus shares) or within two months of receipt of the application for registration of the transfer, subdivision, consolidation, renewal or exchange of any of its shares, as the case may be, complete and have ready for delivery, the certificates of such shares. Particulars of every certificate issued, the shares to which it relates and the amount paid up thereon shall be entered in the Register maintained in the form set out in above Rules or, in a form as near thereto as circumstances admit against the name of the person to whom it has been issued indicating the date of issue. In respect of any shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

As to issue of new certificate

(c) If any certificate of any share or shares be surrendered to the Company for sub-division or consolidation or if any certificate be defaced, torn, decrepit or worn out or where the cages on the reverse for recording transfers have been duly utilised then, upon surrender thereof to the Company, the Board may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board, and on such indemnity as the Board thinks fit being given, a certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate. Where a certificate has been issued in place of a certificate which has been defaced, lost or destroyed, it shall state on the face of it and against the stub or counterfoil that it is issued in lieu of a share certificate or is a duplicate issued for the one so defaced, lost or destroyed, as the case may be, and in the case of certificate issued in place of one which has been lost or destroyed, the word 'duplicate' shall be stamped or punched in bold letters across the face thereof. For every certificate issued under this Article, there shall be paid to the Company such out of pocket expenses incurred by the Company in investigating evidence as the Board may determine.

Fees on subdivision, consolidation of share, issue of new certificates etc.

(d) No fee shall be charged for sub-division and consolidation of share and debenture certificate and for sub-division of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denomination corresponding to the market units of trading; for subdivision of renounceable letters of right; for issue of new certificates in replacement of those which are old, decrepit or worn out, or where the cages on the reverse for recording transfers have been fully utilised. Provided that the Company may charge such fees as may be agreed by it with the Stock Exchange with which its shares may be enlisted for the time being for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed and for subdivision and consolidation of share and debenture certificates and for subdivision of letters of allotment and split, consolidation, renewal, and pucca transfer receipts into denominations other than those fixed for the market units of trading.

Particulars of new certificates to be entered in the Register

(e) Where a new share certificate has been issued in pursuance of paragraph (c) above, particulars of every such certificate shall also be entered in a Register of Renewed and Duplicate Certificates indicating against the name of the person to whom the certificate issued for the number and date of issue of the certificate in lieu of which the new certificate is issued and the necessary changes indicated in the Register by suitable cross-references in the 'Remarks' Column. All entries made in the Register or in the Register of Renewed and Duplicate Certificates shall be authenticated by the Secretary or such person as may be appointed by the Board for purposes of sealing and signing the share certificate under paragraph (a) hereof.

CALLS

15. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made to him to the persons and at the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.

Restrictions on power to make calls and notice

16. In case of more than one Call, no call shall be made payable within one month after the last preceding call was payable. Not less than one month's notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

When interest on Call payable

17.(a) If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest at the rate of 12 percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine.

17.(b) The Board shall be at liberty to waive payment of any such interest either wholly or in part.

Amount payable at fixed times or payable by installments as calls

18. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount shall be payable as if it were a call duly made by the Board and of which due notice had been given and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.

Evidence in actions by company against shareholders

19. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the dependent is, or was, when the claim arose, on the Register as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Board who made any call, nor that quorum was present at the board meeting, at which any call was made nor that the meeting at which any call was made duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Payment of calls in advance

20. The Board may, if it thinks fit, subject to the provision of the Act, agree to and receive from any member willing to advance the same, whole or any part of the money due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the call then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate, as the Board of Directors may decide, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by them until the same would but for such payment, become payable.

Revocation of call

21. A call may be revoked, extended or postponed at the discretion of the Board.

FORFEITURE AND LIEN

If call or installment not paid, notice may be given

22. If any member fails to pay any call or installment of a call or before the day appointed for payment of the same, the Board may at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all the expenses that may have been incurred by the Company by reason of such non-payment.

Form of notice

23. The notice shall name a day (not being less than one month from the date of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited.

If notice not complied with, shares may be forfeited

24. If the requirements of any such notice as aforesaid are not compiled with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited, by a resolution of the Board to that effect.

Notice after forfeiture

25. When any shares have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Forfeited share to become property of the Company

26. Any share so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot, or otherwise dispose of the same in such manner as it thinks fit.

Power to annul forfeiture

27. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

Liability on forfeiture

28. A person whose share has been forfeited shall cease to be a member in respect of the forfeited share, but shall not withstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or installments, interest and expenses, owing upon or in respect of such share, at the time of the forfeiture, together with interest thereon, from time of forfeiture until payment, at 12 per cent per annum and the Board may enforce the payment thereof, or any part thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.

Evidence of forfeiture

29. A duly verified declaration in writing that the declarant is a Director, Manager or Secretary of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof, shall constitute a good title to such shares; and the person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

Forfeiture provisions to apply to non-payment in terms of issue

30. The provisions of Articles 22 to 29 hereof shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of call duly made or notified.

Company's lien on shares

31. The Company shall have a first and paramount lien on every share not being fully paid up registered in the name of each member (whether solely or jointly with others), and upon the proceeds of sales thereof for moneys called or payable at fixed time in respect of such share whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 12 hereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such share. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien, on such share.

As to enforcing lien by sale

32. For the purpose of enforcing such lien, the Board may sell the share subject thereto in such manner as it thinks fit, but no sale shall be made until such time for payment as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or his committee, curator bonis or other legal representatives as the case may be and default shall have been made by him or them in the payment of the moneys called or payable, at a fixed time in respect of such share for one month after the date of such notice.

Application of proceeds of sale

33. The net proceeds of the sale shall be received by the Company and applied towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the share at the date of the sale.

Validity of sales in exercise of lien and after forfeiture

34. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the share sold, and the purchaser shall not be bound to the regularity of the proceedings, nor to the application of the purchase money, and after his name has been entered in the Register in respect of such share the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the company exclusively.

Board may issue new certificates

35. Where any share under the powers in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered to the Company by the former holder of such share, the Board may issue a new certificate for such share distinguishing it in such manner as it may think fit, from the certificate not so delivered up.

TRANSFER AND TRANSMISSION

Execution of transfer etc.

36. Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company within the time prescribed by Section 108 of the Act together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the share. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one witness who shall add his address.

Applications by transferor

37. Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in the case of a partly paid share, be effected unless the Company gives notice of the application to

the transferee in the manner prescribed by Section 110 of the Act and, subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee within two weeks from the date of the receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to same conditions as if the application for registration of the transfer was made by the transferee.

Form of transfer

38. Every instrument of transfer of shares shall be in the prescribed form and in accordance with Section 108 of the Act.

In what cases the Board may refuse to register transfer

39. Subject to the provisions of Sections 111 and 111A of the Act, or any statutory modification thereof, for the time being in force, the Board may at its absolute discretion and without assigning any reason, decline to register any transfer of shares and in particular may so decline in any case in which the Company has a lien upon the shares desired to be transferred or any of them remain unpaid or unless the transfer is approved by the Board and such refusal shall not be affected by the fact that the proposed transferee is already a member.

Provided however, that the registration of a share shall not be refused on the grounds of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

Transfer to minor etc.

40. Only fully paid up shares shall be transferred to a minor and such transfer shall be made through his guardian and to a person of unsound mind, through his legal representative.

Transfer to be left at office, when to be retained

41. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the Letter of Allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

Notice of refusal to register transfer

42. If the board refuses whether in pursuance of Article 39 or otherwise to register the transfer of, or the transmission by operation of law or the right to any share, the Company shall, within two months from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was lodged with the Company, send to the transferee and the transferor or the person giving intimation of such transmission, as the case may be, notice of the refusal.

No fee on registration of transfer probate etc.

43. No fee shall be charged for registration of transfer, grant of probate, grant of letters of administration, certificate of death or marriage, Power of Attorney or similar other instruments.

Transmission of Registered shares

44. The executor or administrator of a deceased member (not being one of several joint-holders) shall be the only person recognized by the Company as having any title to the share registered in the name of such member and, in case of the death of any one or more of the joint-holders of any registered shareholders, the survivor shall be the only person recognized by the Company as having any title to or interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on the share held by him jointly with any other person. Before recognizing any executor or Administrator, the Board may require him to obtain a grant of Probate or Letter of Administration or other legal representation, as the case may be, from a competent Court in India and having effect in the town where the office of the Company is situated; Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or Letter of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board, in its absolute discretion may consider adequate.

As to transfer of share of insane, deceased, or bankrupt members

45. Any committee or guardian of a lunatic (which term shall include one who is an idiot or non compos mentis) or any person becoming entitled to or to transfer a share in consequence of the death or bankruptcy or of insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board thinks sufficient, may with the consent of the Board (which the Board shall not be bound to give), be registered as a member in respect of such share, or may, subject to the regulations as to transfer hereinbefore contained, transfer such share. This Article is hereinafter referred to as "The Transmission Article".

Election under the Transmission

46.(a) If the person so becoming entitled under the Transmission Article shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

46.(b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.

46.(c) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of instruments of transfer of a share shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

Rights of person entitled to share under the Transmission Article

46.(d) A person so becoming entitled under the Transmission Article (Article 45) to a share by reason of the death, lunacy, bankruptcy or insolvency of the holders shall, subject to the provisions of Article 79 and Section 206 of the Act, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the share except that no such person (other than a person becoming entitled under the Transmission Article to the share of a lunatic) shall before being registered as a member in respect of the share, be entitled to exercise in respect thereof any right conferred by membership in relation to meetings of the company.

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

Nomination

47.(a) Every Shareholder, Debenture holder or Depositor of the Company may at any time nominate, in the prescribed manner under Section 109A of the Act, a person to whom his Shares, Debentures or Deposits of the Company shall vest in the event of his death.

47.(b) Where the Shares, Debentures or Deposits of the Company are held by more then one person jointly, the joint holders may together nominate, in the prescribed manner under Section 109A of the Act, a person to whom all the rights in the Shares, Debentures or Deposits of the Company shall vest in the event of death of all the joint holders.

47.(c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such Shares, Debentures or Deposits of the Company, where a nomination made in the prescribed manner under Section 109A of the Act, purports to confer on any person the right to vest the Shares, Debentures or Deposits of the Company, the nominee shall, on the death of the Shareholder, Debenture holder or Depositor of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Shares, Debentures or Deposits of the Company in relation to such Shares, Debentures or Deposits of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner prescribed under Section 109A of the Act.

47.(d) Where the nominee is a minor, it shall be lawful for the holder of the Shares, Debentures or Deposits, to make the nomination to appoint, in the manner prescribed under Section 109A of the Act, any person to become entitled to Shares, Debentures or Deposits of the Company in the event of his death during the minority.

INCREASE AND REDUCTION OF CAPITAL

Power to increase Capital

48. The Company in general meeting may, from time to time by Ordinary Resolution, increase it's share capital by the creation of new shares of such amount as it may think expedient. Subject to the provisions of the Act the new shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct.

On what conditions new shares may be issued

49. Subject to the provisions of any special rights or privileges for the time being attached to any issued shares, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto as may be decided by the Company in general meeting.

Provisions relating to the issue

50. Before the issue of any new shares, the Company in general meeting may make provision as to the allotment and issue of the new shares, and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium or, subject to the provisions of Section 79 of the Act, at a discount, in default of any such provisions, or so far as the same shall not extend, the new shares may be issued in conformity with the provisions of Article 5.

How far new shares to rank with existing shares

51. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall rank pari-passu with existing shares and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien surrender and otherwise.

Inequality in number of new shares

52. If, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty arises in the apportionment of such new shares or any of them amongst the members, such difficulty shall, in the absence of any direction in the resolution creating the shares, by the Company in general meeting, be determined by the Directors.

Reduction of capital etc.

53. Subject to the provisions of the Act, the Company may, by special resolution, reduce:-

    (a) its share capital,
    (b) any capital redemption reserve Account, or
    (c) any shares premium account

ALTERATION OF CAPITAL

Power to sub-divide and consolidate shares

54. The Company may in General Meeting alter the conditions of it's Memorandum as follows :

    (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

    (b) Sub-divide its existing shares or any of them into shares of smaller amount than fixed by the Memorandum so how-ever, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced shares shall be the same as it was in the case of the share from which the reduced share is derived;

(c) Cancel any shares which at the date of passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Sub-division into Preference and Equity

55. Subject to the provisions of Sections 85, 86, 87, 88 and 93 of the Act, the resolution whereby any shares are sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantages as regards dividend, capital, voting, or otherwise over or as compared with the others or other.

Surrender of the shares

56. Subject to the provisions of Sections 100 to 105 of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed, of all or any of his shares.

MODIFICATION OF RIGHTS

Power to modify rights

57. Subject to the provisions of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of Special Resolution passed at a Separate General Meeting of the holders of the shares of that class. To every such Separate General meeting, the provisions of these Articles relating to general meetings shall apply.

BORROWING POWERS

Power to borrow

58. The Board may, from time to time, at its discretion subject to the provisions of Sections 292 and 293 of the Act, raise or borrow from any source and secure the payment of any sum or sums of money for the purpose of the Company.

Conditions on which money can be borrowed

59. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions as they think fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or any mortgage or other security or the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being. Provided that debentures with the rights to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting and subject to the provisions of the Act.

Issue at discount etc. or with special privileges

60. Any debentures, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Director and otherwise. Debentures, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Instrument of transfer

61. Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferee has been delivered to the company together with the certificates of the debenture.

Notice of refusal to register transfer

62. Subject to the provisions of section 111A of the Act, if the Board refuses to register the transfers, the Company shall, within two months from the date on which the instrument of transfer was lodged with the Company, send notice of the refusal to the transferee and the transferor, giving reason for such refusal.

When Annual General Meetings to be held

63. The Company shall in each year hold in addition to any other meetings a general meetings as it's Annual General Meeting. Every Annual General Meeting shall be held within such intervals as are specified in Section 166(1) of the Act and, subject to the provisions of Section 166(2) of the Act, at such time and place as may be determined by the Board.

When other General Meetings to be called

64. The Board may, whenever it thinks fit, call an Extra-Ordinary General Meeting, and it shall do so upon a requisition in writing by any Member or Members holding in aggregate not less than one- tenth of such of the paid up capital of the Company as at the date carries the right of voting in regard to the matters to be considered at the meeting, forthwith proceed to call any Extraordinary General Meeting, and in the case of such requisition, the following provisions shall apply:

(a) The requisition shall state the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.

(b) Where two or more distinct matters are specified in requisition, the requisition shall be valid only in respect of those matters in regard to which the requisition has been signed by the member or members hereinbefore specified.

(c) If the Board does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of these matters on a day not later than forty-five days from the date of deposit, the requisitionsts or such of them as are enabled so to do by virtue of Section 169 (6) (b) of the Act may themselves call the meeting but any meeting so called shall not be commenced after three months from the date of deposit.

(d) Any meeting called under this Article by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board but shall be held at the Office.

(e) Where two or more persons hold any share jointly, a requisition or notice calling a meeting signed by one or some only of them shall, for the purposes of this Article, have the same force and effect as if it had been signed by all of them.

(f) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as are in default.

Circulation of Member's resolutions

65. The Company shall comply with the provisions of Section 188 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

Notice of meeting

66.(a) Save as provided in sub-section (2) of section 171 of the Act, not less than twenty-one days notice shall be given of every general meeting of the Company. Every notice of a meeting shall specify the place and the day and hour of the meeting and shall contain a statement of business to be transacted thereat. Where any such business consists of "Special business" as hereinafter defined, there shall be annexed to the notice a statement complying with Section 173 (2) and (3) of the Act.

66.(b) Notice of every meeting of the Company shall be given to every member of the Company, to the Auditors of the Company and to any person entitled to a share in consequence of death or insolvency of a member in any manner herein-after authorised for the giving of notices to such persons. Provided that where the notice of a general meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Office under subsection (3) of Section 53 of the Act, the statement of material facts referred to in Section 173 (2) of the Act need not be annexed to the notice as required by that Section but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

66.(c) The accidental omission to give any such notice to or its non-receipt by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.

PROCEEDINGS AT GENERAL MEETING

Business(es) to be transacted at meetings

67. The ordinary business of an Annual General Meeting shall be to receive and consider the Profit & Loss Account, the Balance Sheet and the Reports of the Directors and of Auditors, to elect Directors in the place of those retiring by rotation, to appoint Auditors, and fix their remuneration and to declare dividends. All other business transacted at Annual General Meeting and all business transacted at any other general meeting shall be deemed special business.

Quorum at General Meeting

68. No business shall be transacted at any general meeting unless a quorum of five members present in person at the time when the meeting proceeds to business. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

Resolution to be passed by Company in general meeting

69. Any act or resolution which under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in general meeting shall be sufficiently so done or passed if effected by an Ordinary Resolution as defined in Section 189 (1) of the Act unless either the Act or these Articles specifically require such act to be done or resolution passed by a Special Resolution as defined in Section 189(2) of the Act.

Chairman of General Meeting

70. The Chairman of the Board, if any, shall be entitled to take the chair at every general meeting. If there be no such Chairman of the Board, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, then the members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall, on a show of hands or on a poll if properly demanded, elect any of member, being entitled to vote, to be chairman.

If quorum not present - meeting to be dissolved or adjourned

71. If within half-an-hour from the time appointed for the meeting, a quorum be not present, the meeting, if convened upon the requisition of members, shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board may by notice appoint and if at such adjourned meeting a quorum be not present, those members who are present and not being less than two, shall be a quorum and may transact the business for which the meeting was called.

How questions to be decided at meetings

72. Every question submitted to a meeting shall be decided, in the first instance by a show of hands, and in case of an equality of votes, both on a show of hands and on a poll, the Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member.

What is the evidence of the passing of a resolution where Poll is demanded

73. At any general meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of his own motion, or by at least five members having the right to vote on the resolution in question and present in person or by proxy and having not less than one tenth of the total voting power in respect of such resolution, or by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on such resolution, being shares on which an aggregate sum has been paid up which is not less than one tenth of the total sum paid up on all the shares conferring that right or shares on which an aggregate sum of not less than Rs. 50,000 has been paid up, a declaration by the Chairman that the resolution has or has not been carried, either unanimously, or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of, or against the resolution.

Poll

74.(a) If a poll be demanded as aforesaid, it shall be taken forthwith on a question of adjournment or election of a Chairman and in any other case in such manner and at such time, not being later than forty eight hours from the time when the demand was made, and at such place as the Chairman of the meeting directs, and subject as aforesaid, either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.

74.(b) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

74.(c) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers, at least one of whom shall be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed, to scrutinize the votes given on the poll and to report to him thereon.

74.(d) On a poll, a member entitled to more than one vote, or his proxy or other person, entitled to vote for him as the case may be, need not, if he votes, use all his votes, or cast in the same way all the votes he uses.

74.(e) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

Power to adjourn general meetings

75.(a) The Chairman of a general meeting may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

75.(b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting but otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTE OF MEMBERS

76.(a) Save as hereinafter provided, on a show of hands, every member present in person and being a holder of Equity Shares shall have one vote and every person present either as a General Proxy (as defined in Article 81) on behalf of a holder of Equity Shares, If he is not entitled to vote in his own right or, as a duly authorised representative of a body corporate, being a holder of Equity Shares, shall have one vote.

76.(b) Save as hereinafter provided, on a poll the voting rights of a holder of Equity Share shall be as specified in Section 87 of the Act.

76.(c) The holders of Preference Shares shall not be entitled to vote at general meetings of the Company except;

(i) on any resolution placed before the Company at a general meeting at the date on which the dividend due or any part thereof remains unpaid in respect of an aggregate period of not less that two years preceding the date of commencement of such meeting whether or not such dividend has been declared by the Company, or

(ii) on any resolution placed before the Company at a general meeting which directly affects the rights attached to the Preference Shares and for this purpose any resolution for the winding up of the Company or for the repayment or deduction of its share capital shall be deemed to affect the rights attached to such shares.

Where the holder of any Preference Shares has right to vote on any resolution in accordance with the provisions of this Article, his voting right on a poll as such holder shall, subject to any Statutory provisions for the time being applicable, be in the same proportion as the capital paid up on the Preference Shares bears to the total paid up Equity Share Capital of the Company for the time being as defined in Section 87 (2) of the Act.

76.(d) No Company or body corporate shall vote by proxy unless a resolution of its board of directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

Procedure where a company or the President of India or the Governor of a State is a member of the Company

77.(a) Where a Company or a body corporate (hereinafter called “member company”) is a member of the Company, a person, duly appointed by resolution in accordance with the provisions of Section 187 of the Act to represent such member company at a meeting of the Company, shall not, by reason of such appointment, be deemed to be a proxy, and the lodging with the Company at the office or production at the meeting of a copy of such resolution duly signed by one Director of such member company and certified by him or them as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member company which he represents, as the member company could exercise if it were an individual member.

77.(b) Where the President of India or the Governor of a State is a member of the Company, the President or, as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the rights to vote by proxy, as the President or, as the case may be the Governor could exercise as a member of the Company.

How members non- compos mentis and minors may vote

78. If any member be a lunatic, idiot or non-compos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other curator and such last mentioned persons may give their votes by proxy provided that forty eight hours at least before the time of holding the meeting or adjourned meeting as the case may be, at which any such person proposes to vote, he shall satisfy the Board of his right under the Transmission Article to the shares in respect of which he proposes to exercise his right under this Article, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Vote for joint holders

79. Where there are joint-holders of any share, any of such persons may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share alone shall be entitled to vote thereof. Several executors or administrators of the deceased member in whose name any share is registered shall for the purposes of this Article be deemed joint-holders thereof.

Proxies Permitted

80. On a poll votes may be given either personally or by proxy, or, in the case of a body corporate, by a representative duly authorised as aforesaid.

Proxy may be general or special

81.(a) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his Attorney duly authorised in writing or if such appointor is a body corporate be under its common seal or the hand of its officer or Attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called a Special Proxy. Any other Proxy shall be called a General Proxy.

81.(b) A person may be appointed a proxy though he is not a member of the Company and every notice convening a meeting of the Company shall state this and that member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf.

Instrument appointing a proxy to be deposited at Office

82. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the Office not less than forty eight hours before the time for holding the meeting at which the person named in the instruments purports to vote in respect thereof and in default the instrument of proxy shall not be treated as valid.

When vote by proxy valid though authority revoked

83. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity revocation or transfer of the share shall have been received by the Company at the office before the vote given; Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution or an instrument of proxy and that same has not been revoked.

Form of instrument appointing a Special Proxy

84. Every instrument appointing a Special Proxy shall be retained by the Company and shall, as nearly as circumstances will admit, be in the form or to the effect following:-

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED
I/We ______________________________ of ________________________
being a member of JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED, hereby appoint
___________________________________ of __________________________
(or failing him __________________________ of __________________________
or failing him ___________________________ of __________________________
as my/our proxy to attend the vote for me/us and on my/our behalf at the Annual or Extraordinary
(as the case may be) General Meeting of the Company to be held on ______________ the day of
__________________ and at any adjournment thereof. As witness my/our hands this ______day
of ______ signed by the said.

Provided always that an instrument appointing a Special Proxy may be in any of the forms set out in Schedule IX to the Act.

Restrictions on voting

85. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or with regard to which the Company has exercised any right of lien.

86.(a) Any objection as to admission or rejection of a vote, either on a show of hands or, on a poll made in due time, shall be referred to the Chairman who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive.

86.(b) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered or every vote not disallowed at such meeting shall be valid for all purpose.

DIRECTORS
Number of Directors

87. Subject to the provisions of section 252 read with 259 of the Act, the number of Directors of the Company shall not be less than three and not more than twelve including nominees of the Lending Institutions.

Power of Board to add to its number

88. Subject to the provisions of Article 91 and section 260 and other applicable provisions, if any, of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director. The Additional Directors shall hold office only upto the date of the next Annual General Meeting but shall be eligible for election by the Company at that meeting as a Director.

Share qualification

89. Unless otherwise determined by the Company in General Meeting, a Director shall not be required to hold any share as qualification share in the capital of the Company.

Nomination of Director by Financial institutions and debenture holders

90.(a) So long as any moneys are payable by any Financial Institution within the meaning of Section 4A of the Companies Act, 1956, (hereinafter referred to as "The Financial Institution") in respect of any loan or loans advanced by them or so long as any moneys are payable by the Company or Debentures issued by it, or so long as the financial institution(s) hold any shares in the Company pursuant to any underwriting agreement or as a result of any conversion of the loan into Equity Shares, or any other agreement or arrangement, and if it is so agreed to between the Company and the financial institution (s) or Debenture-holders, as the case may be, then such financial institution (s) or Debenture-holders shall be entitled to appoint one or more Directors on the board of the Company as may be agreed upon, between the company and the financial institution(s) or Debenture-holder(s), and to remove and replace such Directors. Such Directors shall not be liable to retire by rotation and the Company shall pay to such Directors normal fees and expenses to which any other Director is entitled.

90.(b) If the aggregate of the Directors appointed under clause (1) of this Article and the Managing Director and whole-time Director appointed under Article 123 & Article 126 respectively exceeds one-third of the total number of Directors for the time being of the Company, then in determining the directors appointed under clause (1) of this Article and the Managing Director and the whole-time Director appointed under Article 123 &126 respectively who shall not be liable to retire by rotation, the Directors appointed under clause (1) of this Article shall have preference over the Managing Directors & the Whole-time Directors appointed under Article 123 &126 respectively.

90.(c) If, however, the number of Directors appointed under clause (a) of this article exceeds one- third of the total number of Directors for the time being of the Company then such of the aforesaid Directors appointed under clause (a) shall not be liable to retire by rotation as may have been determined by an agreement between the Company and the financial institution or debenture-holders, as the case may be.

Directors' fees, remuneration and expenses

91.(a) The fees payable to Director for attending a Meeting of the Board or of a Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits prescribed by the Act or approved by the Central Government or if not so prescribed, in such manner as the Directors may decide from time to time in conformity with the provisions of law.

Remuneration for extra services

91.(b) If any Director, willing, shall be called upon to perform extra service or to make any special exertion in going or residing away from his place of business for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board then subject to Sections 198, 309, 310 and 314 or any other provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

Board may act notwithstanding vacancy

92. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum as required to convene a meeting of the Board as per the provisions of section 287 of the Act, the continuing directors or director may act for the purpose of increasing the number of directors as required for the quorum, or of summoning a general meeting of the company, but for no other purpose.

Vacation of office of the Directors

93.(a) The office of a Director shall ipso facto become vacant if:-

(i) he fails to obtain within the time specified in sub-section (1) of Section 270 of the Act or at any time thereafter ceased to hold, the share qualification, if any, necessary for his appointment; or

(ii) he is found to be unsound mind by a Court of competent jurisdiction and the finding is in force; or

(iii) he applied to be adjudicated an insolvent; or

(iv) he is adjudged an insolvent; or

(v) he is convicted by a Court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months; or

(vi) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government has, by notification in the Official Gazette, removed the disqualification incurred by such failure; or

(vii) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months, whichever is the longer without obtaining leave of absence from the Board; or

(viii) he (whether by himself or by any person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a Director, accept a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or

(ix) he acts in contravention of Section 299 of the Act; or

(x) he becomes disqualified by an order of Court under Section 203 of the Act; or

(xi) he be removed from office in pursuance of Section 284 of the Act; or

(xii) having appointed a Director by virtue of his holding any office or other employment in the Company he ceases to hold such office or other employment in the Company; or

(xiii) by notice in writing to the Company he resigns his office; or

(xiv) any office or place of profit under the Company or under any subsidiary of the Company is held contravention of Section 314 of the Act and by operation of that section he is deemed to vacate office.

93.(b) Notwithstanding any matter or thing in sub-clause (iv), (v) and (x) of clause (a), the disqualification referred to those sub-clause shall not take effect:-

(i) for thirty days from the date of adjudication sentence or order; or

(ii) where an appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or

(iii) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

Office of Profit

94. Any Director or any other person as referred to in Section 314 of the Act may hold any office or place of profit under the Company or under any subsidiary of the Company in accordance with the provisions of Section 314 of the Act.

When a Director of this company appointed director of Company in which the Company is interested either as a member or otherwise.

95. A Director of the Company may be or become a Director of any other company promoted by the Company or the Company may hold shares in the name of Director subject to the provisions of the Act and no such Director shall be entitled for any benefits received as a Director or as a member in respect of shares held in the name of the Director.

Condition under which directors may contract with Company

96. Subject to the provisions of Section 297 of the Act, neither a Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contact arrangement entered into by or on behalf of the Company with a relative of such Director, or a firm in which such Director or his relative is as partner or with any other partner in such firm or with a private company of which such Director is a member or director; be void nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established.

Disclosure of Directors' interest

97. Every Director who is any way, whether directly or indirectly, concerned or interested in a contract or arrangement, entered into or to be entered into, by or on behalf of the Company not being a contract or arrangement entered between the Company and any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two per cent of the paid up share capital in the other Company shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 299 of the Act. A general notice, renewable in the last month of each financial year of the Company, that a Director is a director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement so made, and after such general notice, it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate or firm.

Discussion and voting by director interested

98. No Director shall as a Director, take any part in the discussion or vote on any contract or arrangement in which he is any way, whether directly or indirectly concerned or interested, nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote. This prohibition shall not apply to (a) any contract in indemnity against any loss which the Directors or any one of them may suffer by reason of becoming or being sureties for a surety for the Company; or (b) any contract or arrangement entered into or to be entered into by the Company with a public company, or with a private company which is a subsidiary of a public company, in which the interest of the Director consists solely in his being a director in such company and the holder of shares not exceeding in number or value the amount requisite to qualify him for appointment as a Director thereof, he having been nominated as such director by the Company or in his being a member of the Company holding not more than two per cent of the paid share capital of the Company.

ROTATION OF DIRECTORS

Proportion to retire by rotation

99. Not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determine by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting.

Rotation and retirement of Directors

100. At each Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one third, shall retire from office.

Which Directors to retire

101. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

Appointment of Directors to be voted on individually

102. Save as permitted by Section 263 of the Act, every resolution of a general meeting for the appointment of a Director shall relate to one named individual only.

Meeting to fill up vacancies

103. The Company at the Annual General Meeting at which a Director retires by rotation in manner aforesaid may fill up the vacated office by appointing the retiring Director or some other person thereto. If the place of the retiring director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day which is not public holiday, at the same time and place, and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re- appointed at the adjourned meeting unless:

(a) at the meeting or at the previous meeting, a resolution for the reappointment of such Director has been put to the vote and lost; or

(b) the retiring Director has by notice in writing addressed to the Company or the Board expressed his unwillingness to be re-appointed; or

(c) he is qualified or is disqualified for appointment; or

(d) a resolution, whether special or ordinary, is required for his appointment or re-appointment in virtue of the provisions of the Act;

(e) the proviso to sub-section (2) of Section 263 of the Act is applicable to the case.

Company in general meeting to increase or reduce number of Directors

104. The Company in general meeting may from time to time increase or reduce the number of Directors within the limits fixed by Article 88.

Power to remove Director by ordinary resolution on Special Notice

105. The Company may, subject to the provisions of Section 284 of the Act, by ordinary resolution of which Special Notice has been given, remove any Director before the expiration of his period of office and may by ordinary resolution of which Special Notice has been given, appoint another person in his stead, if the Director so removed was appointed by the Company in general meeting or by the Board under Article 108.

The person so appointed shall hold office until the date up to which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provisions of this Article is not so filled by the meeting at which he is removed, the Board may at any time thereafter fill such vacancy under the provisions of Article 108.

Board may fill up casual vacancies

106. If any Director appointed by the Company in general meeting vacates office as a Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board, but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred. Provided the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 105.

When the Company and candidate for Office of Director must give notice

107. No person not being a retiring Director shall be eligible for appointment to the Office of Director at any general meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of five hundred rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director . The company shall inform its members of the candidature of a person for the office of Director or the intention of a member to propose such person as a candidate for that office, by serving individual notices on the members not less than seven days before the general meeting; Provided that it shall not be necessary for the Company to serve the individual notice upon the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the general meeting in at least two newspapers circulating in the place where the office is located, of which one is published in the English language and the other in the regional language of that place.

ALTERNATE DIRECTOR

Power to appoint Alternate Director

108. The Board may appoint a person to act as alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly; but he shall not require to hold any qualification shares and shall ipso facto vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held or the original Director vacates office as a Director. Further, if the term of office of the original director is determined before he so returns to the State aforesaid, any provision for the automatic re-appointment of retiring directors shall apply to the original, and not to the alternate director.

PROCEEDINGS OF DIRECTORS

Meeting of Directors

109. The Board shall meet together at least once in every three calendar months for the despatch of business and may adjourn and otherwise regulates its meetings and proceedings as it thinks fit; provided that at least four such meetings shall be held in every calendar year. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director.

Director may summon meeting

110. A Director may, at any time, and the manager or Secretary shall, upon the request of a Director made at any time, convene a meeting of the Board.

Chairman

111. The Board shall appoint a Chairman of its meeting and determine the period for which he is to hold the office,

If no such Chairman is appointed or if at any meeting of the Board the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their member to be Chairman of such meeting.

Quorum

112. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 287 of the Act. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Board, it shall be adjourned to such date and time as the Chairman of the Board may determine.

Power of Board

113. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles or the Act for the time being vested in or exercisable by the Board generally.

How questions to be decided

114. Subject to the provisions of the Act, questions arising at any meeting shall be decided by a majority of votes, each director having one vote and in case of any equality of votes, the Chairman shall have a second or casting vote.

Power to appoint Committees and to delegate

115. The Board may, subject to the provisions of Section 292 of the Act, from time to time and at any time, delegate any of its power to a Committee consisting of such Director or directors as it thinks fit, and may, from time to time, revoke such delegation.

Any Committee so formed shall, in the exercise of the power so delegated, confirm to any regulations that may from time to time be imposed upon it by the Board.

Proceedings of Committee

116. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under last preceding Articles.

When acts of a Director valid not withstanding defective appointment, etc.

117. Acts done by a person as a Director shall be valid notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in these Articles. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Resolution without Board meeting except in certain cases

118. Unless otherwise provided under the provisions of the Act that a resolution is required to be passed at a meeting of the Board, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted if a draft thereof in writing is circulated, together with the necessary papers, if any, to all Directors or to all the members of the Committee of the Board, as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or members of the Committee, at their usual address in India, and has been approved by such of them as are then in India or by a majority of such of them as are entitled to vote on the resolution.

MINUTES

Minutes to be made

119.(a) The Board shall, in accordance with the provisions of Section 193 of the Act, cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of its Board of directors or of every committee of the Board, to be kept by making within thirty days of the conclusion of every general meeting and of every meeting of the Board or every committee of the Board, entries thereof in books provided for the purpose with their pages consecutively numbered, each page of every such book being initialed or signed and the last page of the record of proceedings of each meeting in such books being dated and signed, in the case of minutes of proceedings of a meeting of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting, and, in case of minutes of proceedings of a general meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or, in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose, provided that in no case shall the minutes of proceedings of a meeting be attached to any such books as aforesaid by pasting or otherwise.

The minutes shall contain particulars:

(i) of the names of the Director present at each meeting of the Board and of any Committee of the Board and in case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution;

(ii) of all orders made by the Board and Committee of the Board;

(iii) of all appointments of Directors and other officers of the Board;

(iv) the minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

Provided that no matter need be included in any such Minutes which the Chairman of the meeting, in his absolute discretion, is of opinion:

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interest of the Company.

119.(b) Any such Minutes of any meeting of the Board or of any Committee of the Board or of the Company in general meeting if kept in accordance with the provisions of Section 193 of the Act, shall be evidence of the matters stated in such Minutes. The Minute Books of general meeting of the company shall be kept at the office and shall be open to inspection by members during the hours of 11 A.M. and 1 P.M. on such business days as the Act requires them to be open for inspection.

POWERS OF THE BOARD

General Powers of Company vested in the Board

120. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall pay all expenses incurred in promoting and registering the Company and shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and to do; Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Statute or in the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other Statute or in the Memorandum of the Company or in these Articles, or in any such regulations not inconsistent therewith and duly made there-under including regulations made by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

COMMENCEMENT OF NEW BUSINESS

Compliance before commencement of new business

121. The Company shall not at any time commence any business in relation to any of the objects in Clause III (C) of its Memorandum of Association unless the provisions of Section 149 of the Act have been duly complied with by it.

LOCAL MANAGEMENT

Local management

122. Subject to the provisions of the Act, the following regulations shall have effect:

(a) The Board may, from time to time, provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the four next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

Local directorate delegation

(b) The Board may, from time to time and at any time, establish any Local Office or agencies for managing any of the affairs of the Company outside India, or in any specified locality in India, and may appoint any persons to be officers of such Local Office or agents and may fix their remuneration and, save as provided in Section 292 of the Act, the Board may from time to time and at any time, delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and may authorise the members for the time being of any such Local Office or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment and delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may, at any time, remove any person so appointed and may annul or vary any such delegation.

Power of Attorney

(c) The Board may at any time and from time to time by power-of-Attorney under the seal, appoint any persons to be the Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those which may be delegated by the Board under the Act) and for such period and subject to such conditions as the Board may, from time to time, think fit; any such appointment may, if the Board thinks fit, be made in favour of the members or any of the members of any Local Office established as aforesaid, or in favour of any company or of the members, directors, nominees, or officers of any company or firm, or indirectly by the Board; and any such Power-of-Attorney may contain such provisions for protection or convenience of persons dealing with such Attorneys as the Board thinks fit.

Sub – delegation

(d) Any such delegates or Attorney as aforesaid may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them subject to the provisions of the Act.

Seal for use abroad and foreign registers

(e) The Company may exercise the power conferred by Section 50 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board, and the Company may cause to be kept in any State or Country outside India, as may be permitted by the Act, a Foreign Register of members or debenture holders resident in any such State or country and the Board may, from time to time, make such regulations as it may think fit respecting the keeping of any such Foreign Register, such regulations not being inconsistent with the provisions of Section 157 and 158 of the Act; and the Board may, from time to time, make such provisions as it may think fit relating thereto and may comply with the requirements of any local law and shall, in any case, comply with the provisions of Sections 157 and 158 of the Act.

MANAGING DIRECTORS

Power to appoint Managing Directors

123. Subject to the provisions of Section 197A, 269 read with schedule XIII, 316 and 317 of the Act, the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors of the Company, and may, from time to time (subject to provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or others in his place or their places.

To what provision he shall be subject

124. Subject to the provisions of Section 255 of the Act and save as otherwise provided in these Articles, a Managing Director, shall not, while he continues to hold office, be subject to retirement by rotation, and he shall not be reckoned as Director for the purpose of determining the rotation by retirement of Directors or in fixing the number of directors to retire, but (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall ipso facto and immediately, cease to be a Managing Director, if he ceases to hold the office of Director from any cause.

Remuneration of Managing Director

125.(a) Subject to the provisions of Section 198, 309, 310, and 311 read with schedule XII of the Act, a Managing Director shall, in addition to the remuneration payable to him as a Director of the Company under these Articles, receive such additional remuneration as may, from time to time, be sanctioned by the Company.

Powers of Managing Director

125.(b) Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit , and may confer such Powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as it thinks fit; and the Board may confer such powers to the exclusion of, and in substitution for any of the powers of the Board in that behalf; and may from time to time, revoke, withdraw, alter or vary all or any of such powers.

WHOLE-TIME DIRECTORS

Power to appoint whole-time Directors

126. Subject to the provisions of the Act, the Board shall have power to appoint, from time to time, one or more of its number as whole-time Director or wholetime Directors of the company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and he shall not, while he continues to hold that office, be subject to retirement by rotation. The Board may, by resolutions vest in such wholetime Director or whole-time Directors such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions as it may determine. The remuneration of a whole-time Director may be by way of monthly payment, fee for each meeting and participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act.

THE SEAL

Custody of Seal

127. The Common Seal of the Company shall not be affixed to any instrument except with the authority of the Board of Directors or a Committee thereof, and except in the presence of a Director or any other person authorized by the Board or Committee for the purpose; and the said Director or person shall sign every instrument to which the Common Seal of the Company is so affixed in his presence.

ANNUAL RETURNS

Annual returns

128. The Company shall comply with the provisions of Sections 159 and 161 of the Act as to the making of Annual Return.

RESERVES

Reserves

129. Subject to the provisions of the Act, the Board may, from time to time before recommending any dividend, set apart any and such portion of the profits of the Company as it thinks fit as Reserves to meet Contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends, for repairing, improving or maintaining any of the property of the Company and for such purposes of the Company as the Board in its absolute discretion thinks conducive to the interests of the Company; and may, subject to the provisions of the Act; invest the several sums so set aside upon such investments (other than shares of the Company) as it may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the Reserves into such special funds as it thinks fit, with full power to employ the Reserves or any parts thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

Investment of money

130. Subject to the provisions of the Act, all moneys carried to the Reserves shall be available for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the purposes of the Company may, subject to the provisions of the Act, be invested by the Board in or upon such investments or securities as it may select or may be used as working capital or may be kept in any Bank on deposit or otherwise as the Board may, from time to time, think proper.

CAPITALISATION OF RESERVES

Capitalisation of Reserves

131. Any general meeting may upon the recommendation of the Board resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserves, or any capital Redemption Reserve Account, or in the hands of the Company, and available for dividend or representing premiums received on the issue of shares and standing to the credit of Share Premium Account be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full any unissued shares, debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum or applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

Undistributed Profits

132. A General meeting may resolve that any undistributed profits of the Company not subject to charge for income tax, be distributed among the members on the footing that they receive the same as dividend.

Fractional Certificate

133. For the purpose of giving effect to any resolution, under the two last preceding Articles the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties and may invest such cash in trustees upon such trusts for the persons entitled to the dividend or capitalised funds as may seem expedient to the Board.

DIVIDENDS

How profits shall be divisible

134. Subject to the rights of members entitled to shares (if any) with preferential or special rights attached thereto, the profits of the Company which it shall from time to time be determined to divide in respect of any year or other period shall be applied in the payment of a dividend on the Equity Shares of the Company but so that a partly paid up share shall only entitle the holder with respect thereof to such a proportion of the distribution upon a fully paid up share as the amount paid thereon bears to the nominal amount of such share and so that where capital is paid up in advance of calls such capital shall not rank for dividends or confer a right to participate in profits.

Restrictions on amount of dividends

135. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may, subject to the provisions of Section 207 of the Act, fix the time for payment.

Restrictions on amount of dividends

136. No larger dividend shall be declared than is recommended by the Board, but the Company, in general meeting may declare a smaller dividend.

Dividend

137. Subject to the provisions of Section 205 of the Act, no dividend shall be payable except out of the profits of the Company or out of moneys provided by the Central or a State Government for the payment of the dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company.

What to be deemed net profits

138. Subject to the provisions of the Act, the declaration of the Board as to the amount of the net profits of the Company in any year shall be conclusive and final.

Interim dividend

139. The Board may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company.

Debt may be deducted

140. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable to him by the Company on account of calls or otherwise in relation to the shares of the Company.

Dividend and call together

141. Subject to the provisions of Article 16, any general meeting declaring a dividend may adjust a call made on the members of such amount as the meeting fixes.

Dividend in Cash

142. No dividend shall be payable except in cash. Provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on the shares held by the members of the Company.

Effect of transfer

143. A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer by the Company**.**

Payment of interest on Capital

144. The Company may pay interest on capital raised for the construction of works or building when and so far as it shall be authorised to do by Section 208 of the Act.

To whom dividends payable

145. No dividend shall be paid in respect of any share except to the registered holder of such share or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for the payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 145.

Dividend to Joint holders

146. Any one of the several persons who are registered as the joint -holders of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such share.

Payment by post

147. Unless otherwise directed in accordance with Section 206 of the Act, any dividend, interest or other moneys payable in cash in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the holder, or, in the case of joint-holders, to the registered address of that one of the joint - holders who is first named in the Register in respect of the joint-holding or to such person and such address as the holder or joint-holders, as the case may be may direct, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

Unclaimed dividends

148. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of Section 205A of the Act in respect of any unclaimed or unpaid dividend.

BOOKS AND DOCUMENTS

Books of Account to be kept

149. Subject to the provisions of Section 209 of the Act, the Company shall keep proper books of account with respect to:-

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

(b) all sales and purchase of goods by the Company;

(c) the assets and liabilities of the Company; and

(d) any other particulars as may be required by the Central Government.

Where to be kept

150. The books of account shall be kept at the Office or at such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.

Inspection

151.(a) The books of account and other books shall be open to inspection during business hours by any Director, Registrar, other Officers authorised by the Central Government in this behalf.

151.(b) The Board shall, subject to the provisions of the Act, from time to time, determine whether and to what extent, and at what times and places, and under what conditions and regulations, the books of account and books and documents of the Company shall be open to the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any books of account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in General meeting.

Books of Account and vouchers to be preserved

152. The Books of Account, of the Company together with the vouchers relevant to any entry in such books of account shall be preserved in good order for a period of not less than eight years immediately preceding the current year, but, in case of a company incorporated less than eight years before the current year, for the entire period preceding the current year.

BALANCE SHEET AND ACCOUNTS

Balance Sheet and Profit & Loss Account

153. At every Annual General Meeting, the Board shall lay before the Company a Balance Sheet and Profit & Loss Account made up in accordance with the provisions of Section 210 of the Act and such Balance Sheet and Profit & Loss Account shall comply with the requirements of Sections 210, 211, 212, 215 and 216 and of Schedule VI to the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.

Directors Report

154. There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 217 of the Act.

Copies to be sent to members and others

155. A copy of every Balance Sheet (including the Profit and Loss Account, the Auditor's Report and every document required by law to be annexed or attached to the Balance Sheet) shall, as provided by Section 219 of the Act, not less than twenty one days before the meeting be sent to every such member, debenture-holders, trustee and other person to whom the same is required to be sent by the said Section.

Copies of Balance Sheet etc. to be filed

156. The Company shall comply with Section 220 of the Act, as to file copies of the Balance Sheet and Profit & Loss Account and documents required to be annexed or attached thereto with the Registrar.

AUDIT

Accounts to be audited annually

157. Once at least in every year the books of account of the Company shall be examined by one or more Auditor or Auditors.

First Auditors

158. The first Auditor or Auditors of the Company shall be appointed by the Board within one month after the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting of the Company.

Appointment and remuneration of Auditors

159. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall, within

seven days of appointment, give intimation, thereof to every Auditor so appointed. The appointment, remuneration, rights and duties of the Auditor or Auditors shall be regulated by Sections 224 to 227 of the Act.

Audit of accounts of branch office of Company

160. Where the Company has a branch office, the provisions of Section 228 of the Act shall apply.

Right of Auditor to attend General Meeting

161. All notices of and other communications relating to any general meeting of the Company which any member of the Company is entitled to have sent to him, shall also be forwarded to the Auditor of the Company, and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends with respect to the business which concerns him as Auditor.

Auditors' Report to be read

162. The Auditor's Report (including the Auditors separate, special or supplementary report, of any) shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.

When accounts to be deemed finally settled

163. Every Balance Sheet and Profit & Loss Account of the Company when audited and adopted by the Company in general meeting shall be conclusive except as regards any error discovered therein. Whenever any such error is discovered, the Account shall forthwith be corrected and thenceforth shall, subject to the approval of the Company in general meeting, be conclusive.

SERVICE OF NOTICES AND DOCUMENTS

How notice to be served on members

164.(a) A notice or other document may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, within India or outside India supplied by him to the Company for the giving of notices to him.

Service by post

164.(b) Where a notice or other documents is sent by post:-

(i) Service thereof shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice or document, provided that where a member has intimated to the Company in advance that notices or documents should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sufficient sum to defray the expenses of doing so, service of the notice or documents shall be deemed to be effected unless it is sent in the manner intimated by the member; and

(ii) Such service shall be deemed to have been effected:-

(iia) in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted; and

(iib) in any other case at the time at which letter would be delivered in the ordinary course of post.

Notice to members who have not supplied addresses

165. A notice or other document advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly serviced on the day on which the advertisement appears on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him. Any member who has no registered address in India shall, if so

required to do by the Company, supply the Company with an address in India for the giving of notices to him.

Notice to joint-holders

166. A notice or other document may be served by the Company on the joint holders of a share by giving the notice to the joint-holder named first in the Register in respect of the share.

Notice to persons entitled by transmission

167. A notice or other document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by the name, or by the title of representatives of the deceased, or assignee of the insolvent or by like description at the address in India supplied for the purpose by a person claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.

When notice may given by advertisement

168. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these Articles or by the Act be shall be sufficiently given if given by advertisement.

How to be advertised

169. Any notice required to be or which may be given by advertisement shall be advertised once in one or more newspaper circulating in the neighbourhood of the office.

When notice by advertisement deemed to be served

170. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

Transferee, etc. bound by prior notices

171. Every person who by operation of law transfer or by other means whatsoever shall become entitled to any share be bound by every notice in respect of such share which previously to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

Notice valid though member deceased

172. Subject to the provisions of Article 169 any notice or document delivered or sent by post to or left at the registered address on any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the Company have notice of his death, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other persons be registered in his stead as the holder or jointholders thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

Process of service in winding up

173. The Service of documents in the event of winding up of the Company shall be in accordance with Section 53 of the Act.

KEEPING OF REGISTERS AND INSPECTION

Registers etc. to be maintained by company

174. The Company shall duly keep and maintain Registers, Books and Documents as required by the Act or these Articles including the following namely:

(a) A register of Investments not held by the Company in its own name pursuant to Section 49 (7) of the Act.

(b) A Register of Charges pursuant to Section 143 of the Act.

(c) A Register of Members pursuant to Section 150 and, whenever the Company has more than 50 members, unless, such Register of members is in a from which itself constitutes an index, an index of members pursuant to Section 151 of the Act.

(d) A Register of Renewed and Duplicate Certificate pursuant to Rule 7 (2) of the Companies (Issue of Share Certificates) Rules, 1960 or any Statutory modification or re-enactment thereof.

(e) A Register of Debenture-holders pursuant to Section 152 and, whenever the Companies has more than 50 Debenture-holders, unless such Register of Debenture-holders itself constitutes an index, an index of Debenture-holders pursuant to Section 152(2) of the Act.

(f) A Register of Contracts, Companies and firms in which directors are interested pursuant to Section 301 of the Act.

(g) A Register of Directors, Manager, managing Director and Secretary pursuant to Section 303 of the Act.

(h) A Register of Directors' Shareholdings pursuant to Section 307 of the Act.

(i) A Register of Investments, Loans etc. pursuant to Section 372A of the Act.

Supply of copies of Registers etc.

175. The Company shall supply of copies of the Registers, deeds, documents, instruments, returns, certificates and books to the persons entitled thereto under the Act and on payment of such charges, if any, prescribed under the Act.

Inspection of Registers etc.

176. Where under any provisions of the Act any person, whether a member of the Company or not, is entitled to inspect, any register, return, certificate, deed, instrument or documents required to be kept or maintained by the Company, the person, so entitled to inspection shall be permitted to inspect the same during the hours of 11 a.m. and 1 p.m. on such business days as the Act require them to be open for inspection.

When Registers of Members and Debenture holders may be closed

177. The Company may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Office is situated close the Register of members or the Register of Debenture-holders, as the case may be for the periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one-time.

DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Directors' & Officers' liability insurance

178. Notwithstanding anything contained in the above para, the Company may procure, at the Company's cost, comprehensive directors and officers liability insurance for each Director and Officer: -

(a) on terms approved by the Board;

(b) which includes each Director and / or each officer as a policyholder,

(c) is from a authorized insurer approved by the Board; and

(d) `for a coverage for claims of an amount as may be decided by the Board from time to time.

RECONSTRUCTION

Reconstruction

179. Subject to the provisions of the Act, on any sale of the undertaking of the Company, the Board or the Liquidators on a winding-up may, if authorized by special Resolution accept fully paid up shares, or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not either then existing or to be formed for the purchase in whole or in part of the property of the Company and the board (if the profits of the Company permit) or the Liquidators (in winding up) may distribute such Shares or securities, or any other property of the Company amongst the members without realisation, or vest the same in trustees for them, and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit on property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept or be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such Statutory rights (if any) under Section 494 of the Act as are incapable of being varied or excluded by these Articles.

SECRECY

Secrecy

180. Every Director, Manager, Secretary, Trustee for the Company, its members or debenture- holders, members of a committee, officer, servant, Agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individual and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any general meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

No member to enter the premises of the Company without permission

181. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the board or subject to Article 153 to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade, secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

WINDING-UP

Distribution of Assets

182. If the Company shall be wound up and the assets available for distribution among the members as such shall be sufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. And if in a winding-up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of winding up paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution of assets in specie

183. If the Company shall be wound up, whether voluntarily or otherwise the liquidators may, with the sanction

of a Special Resolution, divide among contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction, shall think fit.

INDEMNITY

Indemnity

184. Every Director, manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed Auditors shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, manager, Secretary, Officer, Employee or Auditor in defending any proceedings whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.'

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for Listing

The NCLT vide its order dated August 7, 2024 in CP (CAA)-14/ALD/2023 (certified copy of which was received on September 3, 2024) approved the composite Scheme between the Amalgamating Company-1, the Amalgamating Company-2, the Amalgamating Company-3, JIL and the Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act. Pursuant to the Scheme, JIL was amalgamated with the Company on the Effective Date (i.e. October 3, 2024) with effect from the Appointed Date (i.e. July 1, 2022). For further details relating to the Scheme, refer to the section titled "*Composite Scheme of Arrangement*" on page 42.

In accordance with the Scheme, the Equity Shares of the Company issued pursuant to the Scheme shall be listed and admitted to trading on the Stock Exchanges. Such listing and admission for trading is not automatic and is subject to fulfilment by the Company of criteria of the Stock Exchanges and also subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of application by our Company seeking listing.

The Company has received approval for listing of its Equity Shares on NSE vide letter dated [.] and on BSE vide letter dated [.]. Further, the Company has also received a letter dated [.] from SEBI in relation to relaxation from applicability of Rule 19(2)(b) of the SCRR for listing of the Equity Shares of the Company on NSE and BSE.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter II of SEBI ICDR Regulations do not become applicable. However, SEBI vide its SEBI Master Circular has subject to certain conditions, permitted unlisted issuer companies to make an application for relaxation from the strict enforcement of Rule 19(2)(b) of the SCRR. Our Company has submitted this Draft Information Memorandum containing information about itself, making disclosures in line with the disclosure requirement for public issuers, as applicable, to the Stock Exchanges, for making this Draft Information Memorandum available to public through their website viz. www.nseindia.com and www.bseindia.com. Our Company has made this Draft Information Memorandum available on its website at www.jacpl.co.in. Our Company has published an advertisement in the newspapers containing its details in line with the details required as per the above mentioned SEBI Master Circular on [.]. The advertisement draws specific reference to the availability of this Draft Information Memorandum.

Prohibition by SEBI

Our Company, its Promoters, its Promoter Group, its directors have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Further, none of our Directors or Promoters is a director or promoter of any other company which is currently debarred from accessing the capital market by SEBI.

Association with the Securities Market

Further, none of the Directors of the Company are associated with the securities market in any manner, and SEBI has not initiated any action against any entity, with whom the Directors of the Company are associated in the past 5 (five) years preceding the date of this Draft Information Memorandum.

Wilful defaulters by RBI

The Company, its Promoters, its Promoter Group, the relatives (as per the Companies Act) of the Promoters and other companies promoted by the Promoters are not identified as wilful defaulters by RBI or other authorities.

Fugitive Economic Offences

None of our Promoters or Directors are declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.

Disclaimer clause of SEBI

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS INFORMATION MEMORANDUM TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSIDERED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS INFORMATION MEMORANDUM.

THE FILING OF THIS INFORMATION MEMORANDUM DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, ANY IRREGULARITIES OR LAPSES IN THIS INFORMATION MEMORANDUM."

General Disclaimer and Caution Statement from the Company

The Company accepts no responsibility for statements made otherwise than in this Draft Information Memorandum or in the advertisements to be published in terms of Part II (A)(5) of the SEBI Master Circular or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk. All information shall be made available by our Company to the public and investors at large and no selective information would be available for a section of the investors in any manner.

Jurisdiction

Exclusive jurisdiction for the purpose of this Draft Information Memorandum is with the competent courts/authorities in India.

Disclaimer clause of NSE

As required, a copy of the draft Scheme was submitted to NSE. NSE has vide its letter no. NSE/LIST/32353 dated February 17, 2023 granted its observations on the Scheme under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the NSE's name is included in this Draft Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

NSE disclaimer as per its letter dated February 17, 2023:

"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."

As required, a copy of this Draft Information Memorandum has been submitted to NSE.

Disclaimer clause of BSE

As required, a copy of the draft Scheme was submitted to BSE. BSE has vide its letter no. DCS/AMAL/TL/IP/2656/2022-23 dated February 17, 2023 granted its observations on the Scheme under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the BSE's name is included in this Draft Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

As required, a copy of this Draft Information Memorandum has been submitted to BSE.

Filing

Copy of this Draft Information Memorandum has been filed with NSE and BSE.

Listing

Our Company has obtained in-principle listing approvals from NSE and BSE on [.] and [.], respectively. Our Company shall make the applications for final listing and trading approvals from BSE and NSE. The Company has nominated NSE as the Designated Stock Exchange for the aforesaid listing of shares. The Company ensure that it will take all steps for the completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.

Exemption from Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957

Our Company was granted an exemption from the application of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 by the SEBI vide the letter no. [.] dated [.].

Demat Credit

The Company has executed a Tripartite Agreement dated December 28, 2023 with the Registrar and Transfer Agent and CDSL and a Tripartite Agreement dated December 10, 2018 with the Registrar and Transfer Agent and NSDL, for admitting its securities in demat form. The ISIN allotted to the Company's Equity Shares is INE03CC01015.

The Equity Shares have been allotted to those Eligible Shareholders who have provided necessary details to the Company/Registrar and Transfer Agent and/or who were holding their equity shares in erstwhile JIL in demat form as on the Record Date (i.e. October 28, 2024). The demat shares have been credited to the demat accounts of such Eligible Shareholders by CDSL and NSDL on [.]. For the remaining Eligible Shareholders, their share entitlements have been credited to a Demat Suspense Account of the Company, namely "Jubilant Agri and Consumer Products Limited Suspense Escrow Demat Account. On receipt of appropriate evidence from the concerned shareholders as to their respective entitlements, such shares shall be transferred from the said Demat Suspense Account to their respective demat accounts.

Expert Opinions

Save as stated elsewhere in this Draft Information Memorandum, we have not obtained an expert opinion.

Consent

Our Company has obtained consent from our Directors, Statutory Auditor and Registrar.

Previous Rights and Public Issues

Since incorporation, our Company has not issued Equity Shares in the form of rights issue or otherwise to the public. However, the Company has made right issues and preferential allotment of Equity Shares to JIL. For further details, see "*History and Corporate Structure*" on page 60.

Commission and brokerage on previous issues

Since our Company has not issued shares to the public in the past, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Capital issue in the last 3 years

Neither our Company, nor any listed Group Company/ subsidiaries/ associates have made any capital issue during the last 3 years except as mentioned below:

Name of the Company	Category	Capital raised (in no. of equity shares)	Type of Issue
Jubilant Pharmova Limited	Group Company	6,29,43,636 equity shares of Re. 1 each allotted to the shareholders of the Holding Companies on January 18, 2021.	Pursuant to a composite scheme of arrangement between HSB Corporate Consultants Private Limited, Jubilant Stock Holding Private Limited, SSB Consultants & Management Services Private Limited, JCPL Life Science Ventures and Holdings Private Limited, JSPL Life Science Services and Holdings Private Limited (collectively, the "**Holding Companies**") and Jubilant Pharmova Limited (then known as Jubilant Life Sciences Limited) and Jubilant Ingrevia Limited (then known as Jubilant LSI Limited) which provided for (i) the amalgamation of the Holding Companies into Jubilant Pharmova Limited; and (ii) demerger of the life science ingredients business of Jubilant Pharmova Limited into Jubilant Ingrevia Limited.
Jubilant Ingrevia Limited	Group Company	15,92,81,139 equity shares of Re. 1 each allotted to the shareholders of Jubilant Pharmova Limited on February 15, 2021	

Performance vis-a-vis Objects

Since incorporation, our Company has not issued any Equity Shares to public. The Equity Shares of our Company will be listed on the Stock Exchanges pursuant to the Scheme.

Issuances for consideration other than Cash

For details in relation to the allotment of Equity Shares for consideration other than cash, see "Capital Structure" on page 32.

Outstanding debentures or bonds and redeemable preference shares and other instruments issued by our Company

As on the date of this Draft Information Memorandum, there are no outstanding debentures or bonds or redeemable preference shares or other instruments issued by our Company.

Stock market data for equity shares

The Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Draft Information Memorandum.

Disposal of investor grievance of our Company

Alankit Assignments Limited are the Registrar and Transfer Agents of our Company. All investor grievances would be redressed within an average period of 15 days from the date of its receipt by our Company or its Registrar and Transfer Agent. Investors can contact our Company's Share Registrar and Transfer Agent or the Compliance Officer or the Secretarial Department of our Company in case of any share transfer related problem. The addresses and contact numbers are given in section titled "General Information" of this Draft Information Memorandum. For quicker response, investors are requested to mention their contact numbers and email addresses while communicating their grievances.

SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online dispute resolution in the Indian securities market through the establishment of a common ODR Portal that uses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies / specified intermediaries/regulated entities in the securities market. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal https://scores.gov.in/scores/Welcome.html. After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: https://smartodr.in/login.

Further, the Shareholders can also raise their grievances with our Company Secretary and Compliance Officer. As on the date of this Draft Information Memorandum, our Company has not received any investor complaints since incorporation. Mr. Brijesh Kumar is the Company Secretary and Compliance Officer of the Company is vested with responsibility of addressing the Investor Grievance(s) in coordination with Registrar and Transfer Agent.

Name and Contact details of Company Secretary and Compliance Officer

Mr. Brijesh Kumar
Company Secretary and Compliance Officer
Plot. No. 142, Chimes, 3rd Floor, Sector 44, Gurugram-122003, Haryana, India
Tel: 0124 2577229
Email: brijesh.kumar5@jubl.com

Capitalization of reserves or profits or revaluation of assets

Please refer the chapter titled "Financial Information" on page 93.

Undertaking

The complaints received from the investors shall be attended to by the Company expeditiously and satisfactorily. All steps for completion of the necessary formalities for listing and commencement of trading at all stock exchanges where the securities are to be listed are taken within the period prescribed by SEBI.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than 2 (two) years) before the date of this Draft Information Memorandum), which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India from 10:00 A.M. to 5:00 P.M. on working days from the date of this Draft Information Memorandum.

Copies of the below mentioned contracts and also the documents for inspection referred to hereunder, will be available on the website of our Company at www.jacpl.co.in for a period of 7 (seven) working days from the date of filing of this Draft Information Memorandum with the Stock Exchanges.

Documents for Inspection

1. Certificate of Incorporation dated August 21, 2008 issued by the Deputy Registrar of Companies, Uttar Pradesh and Uttranchal.
2. Fresh Certificate of Incorporation consequent upon change of name dated March 7, 2011 issued by the Assistant Registrar of Companies, Uttar Pradesh and Uttranchal.
3. Fresh Certificate of Incorporation consequent upon change of name dated May 6, 2011 issued by the Registrar of Companies, Uttar Pradesh and Uttranchal.
4. Fresh Certificate of Incorporation consequent upon change of name on conversion to public limited company dated May 10, 2011 issued by the Assistant Registrar of Companies, Uttar Pradesh and Uttranchal.
5. Memorandum of Association and Articles of Association, as amended till date.
6. Resolution passed by the respective board of directors of each of the companies that are party to the Scheme.
7. Scheme.
8. Report of the Committee of Independent Directors dated August 9, 2022.
9. Report of the Audit Committee of the Company dated August 12, 2022.
10. Unaudited reference balance sheet of the Company post effectiveness of Amalgamation-2 on the Appointed Date.
11. Fair Share Entitlement Ratios Report in relation to the Scheme dated August 9, 2022 issued by Subodh Kumar, Registered Valuer.
12. Fairness Opinion dated August 9, 2022 issued by Fastrack Sinsec, Category-I Merchant Banker.
13. Certificates, all dated August 12, 2022 issued by the Statutory Auditor in relation to the accounting treatment mentioned in the Scheme.
14. Letter dated February 17, 2023 (NSE/LIST/32353) under Regulation 37 of SEBI LODR Regulations issued by NSE.
15. Letter dated February 17, 2023 (DCS/AMAL/TL/IP/2656/2022-23) under Regulation 37 of SEBI LODR Regulations issued by BSE.
16. Letter dated August 24, 2023 (LC/MK/061/2023-24) issued by BSE.
17. NCLT Allahabad Bench's order dated August 7, 2024 sanctioning the Scheme in CP (CAA)-14/ALD/2023 (a certified copy of which was received on September 3, 2024).
18. Registrar and Transfer Agent Agreement dated September 25, 2024 entered into amongst the Company and the Registrar and Transfer Agent to the Company.
19. Tripartite Agreement dated December 28, 2023 amongst the Company, the Registrar and Transfer Agent and CDSL.
20. Tripartite Agreement dated December 10, 2018 amongst the Company, the Registrar and Transfer Agent and NSDL.
21. The Statement of Tax Benefits dated October 29, 2024 issued by M/s BGJC & Associates, Statutory Auditors.
22. Consolidated, audited financial statements for the quarter ended June 30, 2024 and FY 2023-24 and FY 2022-23 after taking into consideration and giving effect to the amalgamations contemplated in the Scheme from the Appointed Date (i.e. July 1, 2022) as well as the consolidated, audited financial statements for FY 2021-22.
23. Letter dated [.] issued by NSE granting in-principle listing approval for listing of the Equity Shares.
24. Letter dated [.] issued by BSE granting in-principle listing approval for listing of the Equity Shares.
25. Relaxation letter dated [.] issued by SEBI granting relaxation for listing from the applicability of Rule 19(2)(b) of the SCRR.

Any of the contracts or documents mentioned in this Draft Information Memorandum may be amended or modified at any time if so required in the interest of the Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements made in this Draft Information Memorandum and true and correct.

On behalf of the Board of Directors of Jubilant Agri and Consumer Products Limited

Sd/-
Mohandeep Singh
(Whole-time Director & CEO)

Signed by the Chief Financial Officer and Company Secretary & Compliance Officer of the Company

Sd/-	**Sd/-**
Brijesh Kumar	**Umesh Sharma**
Company Secretary and Compliance Officer	**Chief Financial Officer**

Date: **November 4, 2024**
Place: **Gurugram, Haryana**