

To
The Board of Directors
Jubilant Agri And Consumer Products Limited
Bhartiagram, Jyotiba Phule Nagar,
Gajraula, Uttar Pradesh – 244223

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED (“THE COMPANY”/ “DEMERGED COMPANY”/“JACPL”) RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN THE COMPANY AND JUBILANT AGRI SOLUTIONS LIMITED (“RESULTING COMPANY”/“JASL”) HELD ON MONDAY, NOVEMBER 03, 2025 AT PLOT NO. 142, CHIMES, 3RD FLOOR, SECTOR 44, GURUGRAM-122003, HARYANA, INDIA

DIRECTORS PRESENT

| Sl. No | Name of Director | Designation |
|--------|---|----------------------|
| 1. | Mr. Radhey Shyam Sharma | Independent Director |
| 2. | Mr. Ravinder Pal Sharma | Independent Director |
| 3. | Ms. Sanjanthi Sajan (Joined through VC) | Independent Director |

A meeting of Committee of Independent Directors (“ID Committee”) of the Company was held on November 03, 2025, to consider and recommend to the board of directors of the Company (“Board”) the draft Scheme of Arrangement for Demerger between the Company and Resulting Company (hereinafter collectively referred to as the “Companies”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof) (“Act”) (“Scheme”/ “Scheme of Arrangement”) and accordance with the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“SEBI Master Circular”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The report of the Company is being made in order to comply with the requirements of the aforesaid SEBI Master Circular. This Committee has considered and reviewed the Scheme and drawn out the following major points:

1. BACKGROUND

- 1.1. **JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED**, bearing CIN L52100UP2008PLC035862 was incorporated on 21st August 2008, under the provisions of Companies Act, 1956 as a private company with the name & style of “Canonical Infotech Solutions Private Limited” under the jurisdiction of Registrar of Companies, Kanpur. Thereafter, on 7th March 2011, the name of the Demerged Company was changed to “Jubilant Agri and Retail Private Limited”. Subsequently, on 6th May 2011, the name of the Company was changed to “Jubilant Agri and Consumer Products Private Limited”. On 10th May 2011, the Company was converted into

A Jubilant Bhartia Group Company

OUR VALUES



Jubilant Agri and Consumer Products Limited

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and Public Limited Company and consequently the name was changed to its present name i.e. “Jubilant Agri and Consumer Products Limited”. The Registered office of the Demerged Company is presently situated at Bhartiagram, Jyotiba Phule Nagar, Gajraula, Uttar Pradesh - 244223. JACPL is a diversified company engaged in manufacturing of performance polymers, chemicals and agri-products. Its performance polymers and chemicals segment comprises of consumer products portfolio such as all kind of adhesives, maintenance solutions, wood finishes, binders, and glues, primers, hardeners, sealants, art and craft material, electroplating chemicals, poly-urethane polish, specialty coating etc., and Food polymers, polyvinyl acetate polymers and copolymers of vinyl acetate monomers and various types of Latexes and construction chemicals for both residential and commercial / Industrial usage, while its agri segment focuses on all kind of fertilizers (straight, complex and mix fertilizer), crop nutrition products, bio-catalyst and bio-stimulants for plants, plant growth regulators etc. In addition, the Company is involved in the formulation, processing, packaging, trading, import, and export of a wide range of polymers, co-polymers, resins, coatings, fertilizers, agrochemicals, and other chemical compounds for industrial, agricultural, and consumer applications, along with related retail, distribution, and allied activities across domestic and international markets. The Equity Shares of the Demerged Company are listed on the bourses of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

- 1.2. **JUBILANT AGRI SOLUTIONS LIMITED** bearing CIN U20122UP2025PLC220973 was incorporated on 7th April 2025, under the provisions of Companies Act, 2013 as a public company with the name & style of “Jubilant Agri Solutions Limited” under the jurisdiction of Registrar of Companies, Kanpur. The Registered office of the Resulting Company is situated at Bhartiagram, Gajraula District, Amroha, Bhartiya Gram, Jyotiba Phule Nagar, Dhanaura, Uttar Pradesh - 244223. JASL has been incorporated with the objects of engaging in the business of manufacturing, marketing, and trading of agricultural products including all kinds of fertilizers and chemicals and offers custom research and farmer advisory services in this regard.

The Resulting Company is a wholly owned subsidiary of the Demerged Company.

- 1.3. This report of the ID Committee is made in order to, inter alia, comply with the requirements of the SEBI Master Circular pursuant to the Listing Regulations wherein the ID Committee is required to provide its Report recommending the draft Scheme, taking into consideration inter alia that the Scheme is not detrimental to the Shareholders of the Company.

2. DOCUMENTS PLACED BEFORE THE ID COMMITTEE

- 2.1. While making recommendations on the Scheme, the ID Committee considered and took on record the following documents:
- (i) Draft Scheme of Arrangement;
 - (ii) Share Entitlement Report dated November 01, 2025, issued by Axiology Valuetech Private Limited, Registered Valuer Entity- all classes (Registration No. IBBI/RV-E/05/2023/201) recommending the Share Entitlement Ratio in connection with the proposed Scheme;



- (iii) Fairness opinion dated November 01, 2025 issued by Corporate Professionals Capital Private Limited, an independent SEBI Registered, Category-I, Merchant Banker (Registration No. INM000011435), providing its opinion on the fairness of the Share Entitlement Ratio as recommended in the Share Entitlement Report.
- (iv) Undertaking dated November 01, 2025 from the Company Secretary, on the non-applicability of Para (A) (10) (b) of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, relating to the approval of majority public shareholders;
- (v) Certificate dated November 02, 2025 issued by BGJC & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company certifying the non-applicability of Para (A) (10) (b) of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, relating to the approval of majority public shareholders;
- (vi) Certificate dated November 02, 2025 issued by BGJC & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, in accordance with Para A (2) (g) of the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the provisos to Section 230(7) and Section 232(3) of the Companies Act, 2013, certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013; and
- (vii) Memo dated October 31, 2025 issued by Corporate Professionals (India) Private Limited opining the Compliance of the Scheme of Arrangement with Applicable Laws and Non-Prejudice to Public Shareholders.

3. SALIENT FEATURES OF THE SCHEME

- 3.1. The Scheme inter alia, provides for the demerger of Agri Division (*as defined in the Scheme*) of the Demerged Company into the Resulting Company as a going concern and in consideration, the consequent issuance of the equity shares of the Resulting Company to all the shareholders of the Demerged Company in accordance with the Share Entitlement Ratio.
- 3.2. Simultaneously, with the aforesaid allotment of equity shares by the Resulting Company upon effectiveness of the Scheme, the existing equity shares of the Resulting Company as held by the Demerged Company shall stand cancelled and the Resulting Company shall issue its fresh equity shares to the shareholders of the Demerged Company in the same proportion in which they hold the equity shares in the Demerged Company thereby creating a replica shareholding structure in the Resulting Company.
- 3.3. Upon cancellation of the equity shares of the Resulting Company as held by the Demerged Company, the Resulting Company shall cease to be a wholly owned subsidiary of the Demerged Company and shall continue as a separate and independent entity.
- 3.4. Further, the shares issued as consideration by Resulting Company to the shareholders of the Demerged Company pursuant to the Scheme shall be listed on BSE and NSE.



4. NEED FOR THE DEMERGER AND RATIONALE OF THE SCHEME

The ID committee noted the rationale and benefit of the Scheme which, *inter alia*, are stated below:

- a) The Demerged Company is engaged in a diversified range of businesses, broadly categorized into two divisions - (1) Performance Polymers and Chemicals Division, which comprises of adhesives, wood finishes and wood coatings, food polymers, industrial polymers, and other specialty chemicals; and (2) Agri Division, which comprises all kinds of fertilizers (straight, complex and mixed), crop nutrition products, bio-catalysts and bio-stimulants for plants, and plant growth regulators etc.
- b) Both the above businesses have their own distinct business dynamics, regulatory environment, customer base and their needs. There is clear distinction in growth prospects and risk profile of the two divisions.
- c) With the agriculture sector in India undergoing rapid transformation and expansion with the help of strong governmental support through various schemes such as the Pradhan Mantri Kisan Samman Nidhi (PM-KISAN), Pradhan Mantri Fasal Bima Yojana (PMFBY), and the Agriculture Infrastructure Fund (AIF), this presents significant growth opportunity for the Agri Division to pursue it independently. Accordingly, the Board of Directors of the Demerged Company have approved a Scheme to segregate and transfer the Agri Division into a separate entity (the Resulting Company) to achieve, *inter alia*, the following benefits:
 - Focused Management and Strategic Clarity: Enable creation of focused and independent management structure for each business, allowing them to pursue tailored growth strategies aligned with their respective market dynamics and regulatory frameworks.
 - Financial Flexibility and Autonomy: Each of the Demerged Company and the Resulting Company will have independent control over their respective cash flows, facilitating efficient deployment of resources, formulation of capital expenditure plans, dividend policies, and other investment decisions suited to their specific operational requirements.
 - Possibility of value unlocking: The demerger will enable attraction of distinct sets of investors, lenders, strategic partners, and other stakeholders who are aligned with the risk-return and growth profile of each business, thereby facilitating focused capital raising and unlocking value for shareholders.
 - Risk Segregation: The demerger will effectively de-risk the businesses from each other, providing long-term stability and allowing each company to mitigate risks inherent in its respective sector.
 - Operational Efficiency and Resource Optimization: Each company will be able to realign its human capital, innovation initiatives, marketing strategies, and product

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development efforts towards its core competencies, thereby enhancing competitiveness and agility.

- d) The proposed demerger is, therefore, in the best interests of the shareholders, creditors, and other stakeholders of the Demerged Company and the Resulting Company. It is expected to enable focused management attention, improve operational efficiencies, facilitate future growth, and unlock long-term shareholder value.

5. SCHEME IS NOT DETRIMENTAL TO THE SHAREHOLDERS OF THE COMPANY

The Committee of Independent Directors noted the following:

- 5.1. Upon this Scheme coming into effect and in consideration of the transfer and vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company pursuant to Part II of the Scheme, the Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to the shareholders of the Demerged Company, holding fully paid up equity shares in the Demerged Company and whose names appear in the register of shareholders and records of the depository as shareholders of the Demerged Company as on the Record Date, as under:

“1 (One) fully paid up equity share of face value of INR 10/- (Rupee Ten) each of the Resulting Company for every 1 (One) fully paid up equity share of face value of INR 10/- (Rupee Ten) each held in the Demerged Company.” (“Share Entitlement Ratio”)

- 5.2. Simultaneously, the existing equity shares of the Resulting Company as held by the Demerged Company shall stand cancelled and the Resulting Company shall issue its fresh equity shares to the shareholders of the Demerged Company in the same proportion in which they hold the equity shares in the Demerged Company as mentioned under para 5.1 above, thereby creating a replica shareholding structure in the Resulting Company.
- 5.3. Upon cancellation of the equity shares of the Resulting Company as held by the Demerged Company, the Resulting Company shall cease to be a wholly owned subsidiary of the Demerged Company and shall continue as a separate and independent entity.
- 5.4. Further, the shares issued as a consideration by Resulting Company to the shareholders of the Demerged Company pursuant to the Scheme shall be listed on BSE and NSE.

6. RECOMMENDATIONS OF THE COMMITTEE

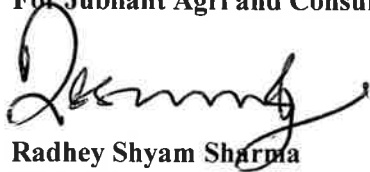
Having considered the documents placed before the Committee, i.e. draft Scheme, Share Entitlement Report, Fairness Opinion, Undertaking and Auditor's Certificate on the non-applicability of Para (A) (10) (b) of SEBI Master Circular and Auditor's Certificate certifying that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013, the Independent Director Committee hereby unanimously,

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recommends the draft Scheme after due deliberations and incorporating the suggestions and recommendations of the Committee of Independent Directors for the favourable consideration and approval by the Board of Directors of the Company the aforesaid Scheme of Arrangement for Demerger is not detrimental to the interest of the Shareholders of the Company.

**By the order of Independent Directors Committee
For Jubilant Agri and Consumer Products Limited**



Radhey Shyam Sharma

DIN: 00013208s

Chairman of the ID Committee Meeting



Date: November 03, 2025

Place: Gurugram