

B.B. & Associates
Chartered Accountants

4445/9 Jai Mala Market
Tri Nagar
New Delhi 110035
Tel +91 11 2739 3393

October 23, 2019

The Board of Directors
Jubilant Life Sciences Limited
Bhartiagram Gajraula
District Amroha
Uttar Pradesh - 244223

The Board of Directors
Jubilant Stock Holding Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
JSPL Life Science Services and Holdings Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
HSB Corporate Consultants Private Limited
Plot No. 1A, Sector-16A
Gautam Buddha Nagar, Noida
Uttar Pradesh - 201301

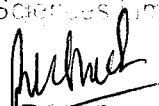
The Board of Directors
JCPL Life Science Ventures and Holdings Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

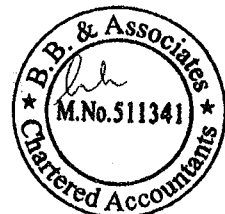
The Board of Directors
SSB Consultants & Management Services Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
Jubilant LSI Limited
Bhartiagram Gajraula
District Amroha
Uttar Pradesh - 244223

Subject: Recommendation of share exchange ratios for the proposed amalgamation of HSB Corporate Consultants Private Limited, Jubilant Stock Holding Private Limited, SSB Consultants & Management Services Private Limited, JCPL Life Science Ventures and Holdings Private Limited and JSPL Life Science Services and Holdings Private Limited into Jubilant Life Sciences Limited, and share entitlement ratio for the proposed demerger of the Life Science Ingredients business undertaking from Jubilant Life Sciences Limited into Jubilant LSI Limited

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

Dear Sirs/Madams,

We refer to the engagement letter ("EL") dated October 1, 2019 whereby the management of Jubilant Life Sciences Limited ("JLL") has appointed B.B. & Associates (hereinafter referred to as "BBA", "we" or "us") to recommend share exchange ratios for the proposed amalgamation of HSB Corporate Consultants Private Limited ("HSBPL"), Jubilant Stock Holding Private Limited ("JSHPL"), SSB Consultants & Management Services Private Limited ("SSBPL"), JCPL Life Science Ventures and Holdings Private Limited ("JCPLPL") and JSPL Life Science Services and Holdings Private Limited ("JSPLPL") into JLL and the share entitlement ratio for the proposed demerger of the Life Science Ingredients business ("LSI Undertaking") from JLL into Jubilant LSI Limited ("JLSI"). HSBPL, JSHPL, SSBPL, JCPLPL and JSPLPL are together hereinafter referred to as "the Amalgamating Companies". JLL, Amalgamating Companies and JLSI are together hereinafter referred to as the "the Companies".

1. PURPOSE OF THIS REPORT:

We understand that currently, Promoters' shareholding in JLL is held indirectly, through a multi-tier structure. The proposed amalgamations will result in a simplified shareholding structure of JLL by elimination of shareholding tiers and simplification of a large part of indirect Promoters' shareholding into a clearer structure directly identifiable with the Promoters.

Further, such a simplified shareholding structure would facilitate ease of regulatory compliance as the regulatory requirements discourage multi-tier structures. Thus, the Board of Directors of Amalgamating Companies and JLL (together hereinafter referred to as the "Management") is contemplating to amalgamate the Amalgamating Companies with JLL ("Proposed Amalgamation") as per Section 230-232 and other applicable provisions of the Companies Act, 2013, under a composite scheme of arrangement (the "Scheme").

Further, we understand that in order to create a separate, distinct and focused entity to operate the LSI Undertaking, which shall lead to greater operational efficiencies with dedicated management structure, the management of JLL is contemplating to demerge the LSI undertaking from JLL into JLSI under the Scheme ("Proposed Demerger").

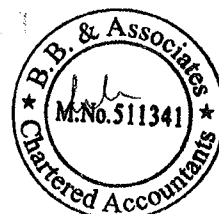
Proposed Amalgamation and Proposed Demerger together hereinafter referred to as "Proposed Transaction".

In this regard, we have been requested to recommend share exchange ratios for the Proposed Amalgamation and share entitlement ratio for the Proposed Demerger.

This Report is subject to the caveats, limitations and disclaimers detailed hereinafter.

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

2. BACKGROUND OF THE COMPANIES:

2.1 Jubilant Life Sciences Limited

JLL was incorporated on June 21, 1978 under the provisions of the Companies Act, 1956. The Corporate Identification Number of JLL is L24116UP1978PLC004624 and its registered office is situated at Bhartiagram Gajraula, District Amroha, Uttar Pradesh - 244223. JLL is a listed company and its securities are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")

JLL is an integrated global pharmaceutical and life sciences company engaged in the following businesses:

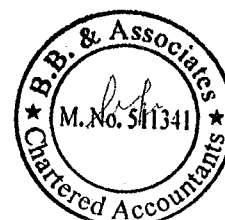
- (i) Under the pharmaceuticals business, JLL, through its wholly owned subsidiary, Jubilant Pharma Limited, is engaged, directly or indirectly, through its subsidiaries, in the manufacture and supply of active pharmaceutical ingredients (APIs), solid dosage formulations, radiopharmaceuticals, allergy therapy products and contract manufacturing of sterile injectibles and non-sterile products through six United States Food and Drug Administration (USFDA) approved manufacturing facilities in the United States, Canada and India and a network of over 50 radio-pharmacies in the United States;
- (ii) The drug discovery and development solutions business, provides proprietary in-house innovation and collaborative research and partnership for out-licensing through two world class research centers in India;
- (iii) India branded pharmaceuticals business. The sale of this business has been approved by JLL to its wholly-owned indirect subsidiary on or before January 1, 2020; and
- (iv) The life science ingredients business comprises of specialty intermediates, nutritional products and life science chemicals businesses through five manufacturing facilities in India and includes its subsidiaries mentioned under S. No. 5 of Schedule I of the Scheme.

The capital structure of JLL as at September 30, 2019 is as under:

Authorized Share Capital	Amount (in Rs.)
65,50,00,000 equity shares of Re. 1/- each	65,50,00,000
Total	65,50,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
15,92,81,139 equity shares of Re. 1/- each	15,92,81,139
Total	15,92,81,139

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

2.2 HSB Corporate Consultants Private Limited ('HSBPL')

HSBPL was incorporated on January 29, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the company is U74120UP2013PTC054821 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. HSBPL is inter- alia engaged in the business of making, holding and nurturing investments in life sciences businesses.

The capital structure of HSBPL as at October 21, 2019 is as under:

Authorized Share Capital	Amount (in Rs.)
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

2.3 Jubilant Stock Holding Private Limited

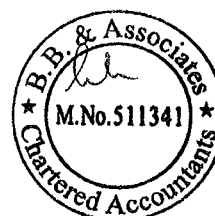
JSHPL was incorporated on December 15, 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the company is U52100UP2008PTC043688 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. JSHPL is inter- alia engaged in the business of making, holding and nurturing investments in life sciences businesses.

The capital structure of JSHPL as at October 21, 2019 is as under:

Authorized Share Capital	Amount (in Rs.)
2,00,000 equity shares of Rs. 10/- each	20,00,000
57,30,000 preference shares of Rs. 100/- each	57,30,00,000
Total	57,50,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
11,20,000 6% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each fully paid up	11,20,00,000
45,70,000 8% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each fully paid up	45,70,00,000
Total	56,91,00,000

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

The aforesaid 11,20,000 6% non-cumulative non-convertible redeemable preference shares and 45,70,000 8% non-cumulative non-convertible redeemable preference shares are hereinafter referred to as 'RPS' in this report.

2.4 SSB Consultants & Management Services Private Limited

SSBPL was incorporated on January 29, 2013 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the company is U74120UP2013PTC054823 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. SSBPL is inter- alia engaged in the business of making, holding and nurturing investments in life sciences businesses.

The capital structure of SSBPL as at October 21, 2019 is as under:

Authorized Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
Total	1,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
10,000 equity shares of Rs. 10/- each	1,00,000
Total	1,00,000

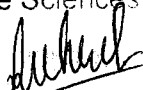
2.5 JCPL Life Science Ventures and Holdings Private Limited

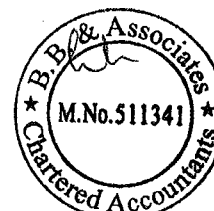
JCPLPL was incorporated on November 21, 2016 under the provisions of the Companies Act, 2013. The Corporate Identification Number of the company is U74999UP2016PTC087833 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. JCPLPL is inter-alia engaged in the business of making, holding and nurturing investments in life sciences businesses.

The capital structure of JCPLPL as at October 21, 2019 is as under:

Authorized Share Capital	Amount (in Rs.)
97,40,000 equity shares of INR 10 each	9,74,00,000
2,60,000 Preference Shares of INR 10 each	26,00,000
Total	10,00,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
58,57,489 equity shares of INR 10 each	5,85,74,890
Total	5,85,74,890

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

2.6 JSPL Life Science Services and Holdings Private Limited

JSPLPL was incorporated on November 15, 2016 under the provisions of the Companies Act, 2013. The Corporate Identification Number of the company is U74999UP2016PTC087691 and its registered office is situated at Plot No. 1A, Sector-16A, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301. JSPLPL is inter-alia engaged in the business of making, holding and nurturing investments in life sciences businesses.

The capital structure of JSPLPL as at October 21, 2019 is as under:

Authorized Share Capital	Amount (in Rs.)
97,40,000 equity shares of INR 10 each	9,74,00,000
2,60,000 preference shares of INR 10 each	26,00,000
Total	10,00,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
89,45,428 equity shares of INR 10 each	8,94,54,280
Total	8,94,54,280

3. PROPOSED TRANSACTION:

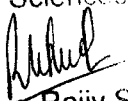
We understand that the Board of Directors of the Companies is contemplating to undertake the Proposed Transaction, which shall occur and become effective and operative only in the sequence and in the order as mentioned below.

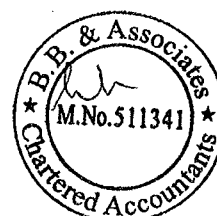
Step 1: Amalgamation of the Amalgamating Companies into JLL (as per Part B of the Scheme) and consequently, JLL to issue Equity Shares to Shareholders of Amalgamating Companies; and

Step 2: Following the amalgamation referred to above, demerger of the LSI Undertaking of JLL into JLSI (as per Part C of the Scheme) and consequently, JLSI to issue Equity Shares to Shareholders of JLL.

In terms of the aforesaid Scheme, the Scheme shall be effective in relation to the amalgamation of the Amalgamating Companies into JLL, on such date or dates as of which the Amalgamating Companies and JLL shall have filed the certified copy of the NCLT's order sanctioning the Scheme with the Registrar of Companies ("RoC"). The Scheme defines the "Merger Appointed Date" as the Effective Date as applicable to such amalgamations, or such other date as may be mutually agreed in writing between the Amalgamating Companies and JLL and fixed by the Boards of the Amalgamating Companies and JLL, respectively;

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

Further, in terms of the Scheme, the Scheme shall be effective in relation to the demerger of the LSI Undertaking, on such date as of which each of JLL and the JLSI shall have filed the certified copy of the NCLT's order sanctioning the Scheme with the RoC. The Scheme defines the "Demerger Appointed Date" as the Effective Date, or such other date as may be mutually agreed in writing between JLL and JLSI and fixed by the Boards of JLL and JLSI, respectively;

We understand that, all costs, charges and expenses and taxes/duties (including stamp duty, registration charges and statutory amounts), arising out of in connection with the Proposed Amalgamation shall be borne by the Promoters and Promoters Group of JLL (Shyam Sunder Bhartia, Hari Shanker Bhartia, Kavita Bhartia, Priyavrat Bhartia, Shamit Bhartia, Jaytee Private Limited, Nikita Resources Private Limited, VAM Holdings Limited, Jubilant Stock Holding Private Limited, HSB Corporate Consultants Private Limited, SSB Consultants & Management Services Private Limited, JCPL Life Science Ventures and Holdings Private Limited, JSPL Life Science Services and Holdings Private Limited, MAV Management Advisors LLP, Jubilant Enpro Private Limited, Jubilant Consumer Private Limited, Jubilant Advisors LLP, Miller Holdings Pte. Limited, SPB Trustee Company Private Limited and SS Trustee Company Private Limited on behalf of Shyam Sunder Bhartia Family Trust, HSB Trustee Company Private Limited and HS Trustee Company Private Limited on behalf of Hari Shanker Bhartia Family Trust).

Further, we understand that the Promoters of JLL have agreed to fully indemnify JLL and keep JLL indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the JLL on account of the amalgamations contemplated under Part B of the Scheme

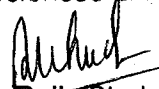
Moreover, the Amalgamating Companies shall have no liabilities on the Effective Date.

As per the Scheme, all costs, charges and expenses (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the Proposed Demerger shall be borne in equal proportion by JLL and JLSI respectively.

Further, as per the Scheme, the Proposed Transaction is economically neutral to the Amalgamating Companies and its shareholders and it aims to only achieve the rationalization of the existing promoter shareholding structure of JLL and increased focus on the LSI Undertaking. There would not be any dilution in the shareholding or interest/rights of shareholders of JLL. Further, there would neither be any change in the number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JLL pursuant to the amalgamations contemplated under Part B of the Scheme.

(This space has been left blank intentionally)

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

4. ABOUT VALUER

B. B. & Associates is a Chartered Accountants' firm duly registered with Institute of Chartered Accountants of India under Firm Registration Number 023670N, since 2011.

The firm provides valuation services, audit and assurance service and taxation services to several multinational and listed clients.

The firm has vast experience in statutory audits, internal audits and US-GAAP Audits and also advises its clients across industries, on company law, FEMA and other regulatory matters.

5. SOURCE OF INFORMATION

In connection with this exercise, we have used the following information received from the Management of the Companies, and/or gathered from public domain:


1. Shareholding pattern of Amalgamating Companies as at October 21, 2019 and JLL as at September 30, 2019;
2. Audited financial statements (statement of profit and loss and balance sheet along with notes to account) for the year ended March 31, 2019 of JLL and for the year ended March 31, 2019 and half year ended September 30, 2019 of Amalgamating Companies;
3. Provisional balance sheet and statement of profit and loss for the period ended June 30, 2019 of JLL and for the period ended October 21, 2019 of Amalgamating Companies;
4. Draft Composite Scheme of Arrangement;
5. Details of the contingent liabilities as at 30 September 2019 and confirmation that there are no contingent liabilities from 30 September 2019 till Report Date.

In addition to the above, we have also obtained such other explanations and information, which were considered relevant for the purpose of our analysis.

6. CAVEATS, LIMITATIONS AND DISCLAIMERS

This report, its contents and the results herein (i) are specific to the purpose of recommendation(s) as per the terms of engagement; (ii) are specific to the recommendation date; and (iii) are based on the data detailed in the section – Sources of Information. An analysis of this nature is necessarily based on the information furnished by JLL (or their representatives) and publicly available information. The said recommendation(s) shall be considered to be in the nature of non-binding advice. Our recommendation will however not to be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

The determination of Share Exchange Ratio/ Share Entitlement Ratio is not a science. The conclusion arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Exchange Ratio/ Share Entitlement Ratio. While we have provided our recommendation of the Share Exchange Ratios and Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion.

The final responsibility for the determination of the Share Exchange Ratios and Share Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

We assume that the Companies fully comply with relevant laws and regulations applicable in all their areas of operations unless otherwise stated, and that these companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has not given consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited financial statements of the Companies.

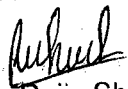
This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This Report is restricted to recommendation of fair share exchange ratios and fair share entitlement ratio only. Its suitability and applicability for any other use has not been checked by us.

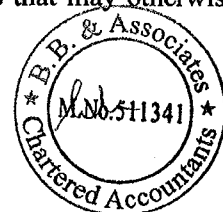
We owe responsibility only to the Board of Directors of JLL under the terms of our engagement letter and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the companies. In no event, we shall be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the companies, their directors, employees or agents. We do not accept any liability to any third party in relation to the issuance of this Report.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than for submission to NCLT, other regulatory authorities and for inspection by shareholders in connection with the Proposed Transaction, without our prior written consent.

Provision of share exchange ratios/ share entitlement ratio recommendation and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

provided by us or our affiliates.


7. DETERMINATION OF RATIO

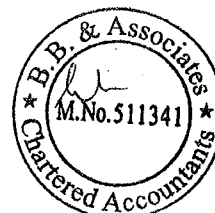
From discussions with the Management and from the Scheme to be filed with the authorities, we have observed as under:

Step 1(A): Amalgamation of HSBPL, JSHPL and SSBPL into JLL

- a. We are given to understand that JSPLPL holds 10,000 equity shares in HSBPL and that JCPLPL holds 10,000 equity shares in SSBPL.
- b. JSPLPL and JCPLPL holds 5,000 equity shares each in JSHPL. Further, SSBPL and HSBPL owns 2,845,000 RPS each in JSHPL. We have been represented that JSHPL shall redeem RPS prior to Effective Date and shall have no liabilities on the effective date.
- c. We are further given to understand that assets of Transferor companies HSBPL, JSHPL and SSBPL mainly consist of Investments in Equity shares of JLL and, as on date of this report, Transferor Companies own (i) 18,698,979 equity shares of INR 1 each in JLL; (ii) 22,521,992 equity shares of INR 1 each in JLL (iii) 21,007,665 equity shares of INR 1 each in JLL, respectively. We are also given to understand that HSBPL, JSHPL and SSBPL shall liquidate residual assets (other than equity shares of JLL) and shall pay off all the liabilities and expenses before the Scheme (Part B) becomes effective, and surplus, (after providing for taxes, other transaction / realization costs, etc) shall be used for acquiring additional equity shares of JLL respectively ("additional equity shares").
- d. Upon the merger of HSBPL, JSHPL and SSBPL into JLL, on Scheme (Part B) becoming effective, and with effect from the Merger appointed date, JSPLPL and JCPLPL would be entitled to equity shares (of JLL) which are owned by HSBPL, JSHPL and SSBPL on the effective date, in proportion of their holdings in these respective companies.
- e. Accordingly, since HSBPL is wholly owned subsidiary of JSPLPL, JLL shall issue, to JSPLPL, the same number of shares, which HSBPL owns on the effective date of the proposed merger. Similarly, since SSBPL is wholly owned subsidiary of JCPLPL, JLL shall issue, to JCPLPL, the same number of shares, which SSBPL owns on the effective date of the proposed merger. Further, since JSPLPL and JCPLPL would own 50% equity shares each in JSHPL, JLL shall issue to JSPLPL & JCPLPL equally, the same number of shares, which JSHPL owns on the effective date of the proposed merger.

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

- f. In the event HSBPL, JSHPL and/ or SSBPL acquire(s) any additional equity shares of JLL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of HSBPL, JSHPL and/ or SSBPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by HSBPL, JSHPL and/ or SSBPL in JLL as on the Effective Date, shall be issued and allotted to JSPLPL and/ or JCPLPL, respectively.
- g. Thereupon, JCPLPL and JSPLPL shall merge with JLL on Scheme becoming effective, and with effect from the Merger appointed date, their respective Shareholders namely, SPB Trustee Company Private Limited & SS Trustee Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust) and HSB Trustee Company Private Limited & HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust) shall be entitled to Equity Shares of JLL.

As per the Scheme, we have considered the following to arrive at the share exchange ratios:

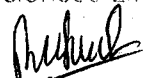
- (i) The amalgamation would result in elimination of shareholding tiers.
- (ii) On amalgamation, the Equity Shares held by the amalgamating companies in JLL shall be cancelled and JLL shall issue Equity Shares directly to the shareholders of Amalgamating Companies.
- (iii) The determination of share exchange ratios would not influence the ultimate value for the JSPLPL and JCPLPL.
- (iv) The proposed amalgamation of the HSBPL, JSHPL and SSBPL should be value neutral to JLL and JLL's shareholders.

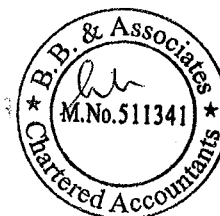
In the instant case, the determination of share exchange ratios is based on the number of equity shares of JLL held by HSBPL, JSHPL and SSBPL and therefore, a detailed valuation of the companies to determine the swap ratio would not be relevant. Hence, no relative valuation of these Companies is required to be undertaken. Accordingly, we have not carried out valuation of these companies under generally accepted valuation approaches as below:

Valuation Approach	HSBPL		JSHPL		SSBPL		JLL	
	INR	Weight (%)	INR	Weight (%)	INR	Weight (%)	INR	Weight (%)
Asset Approach	NA	0	NA	0	NA	0	NA	0
Market Approach	NA	0	NA	0	NA	0	NA	0
Income Approach	NA	0	NA	0	NA	0	NA	0
Relative value per share	NA	0	NA	0	NA	0	NA	0

NA – Not Adopted / Not Applicable

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

Based on the aforesaid discussion, considering that HSBPL, JSHPL and SSBPL shall only own equity shares of JLL and that JSPLPL and JCPLPL will upon amalgamation of HSBPL, JSHPL and SSBPL become shareholders of JLL, holding beneficial economic interest in the same number of equity shares in JLL as they will hold in equity shares of JLL prior to the Scheme (Part B) becoming effective, we recommend:

"1 fully paid equity share of face value of INR 1/- each of JLL to be issued to shareholders of HSBPL, JSHPL & SSBPL for every 1 fully paid up equity share of face value of INR 1/- each of JLL held by HSBPL, JSHPL & SSBPL respectively."

In view of above share exchange ratio and based on number of JLL shares held by HSBPL, JSHPL & SSBPL as of October 21, 2019, this results in cancellation and allotment of JLL shares as follows:-

"1,86,98,979 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of HSBPL for 1,86,98,979 fully paid up equity shares of face value of INR 1/- each of JLL held by HSBPL.

2,25,21,992 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JSHPL for 2,25,21,992 fully paid up equity shares of face value of INR 1/- each of JLL held by JSHPL.


2,10,07,665 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of SSBPL for 2,10,07,665 fully paid up equity shares of face value of INR 1/- each of JLL held by SSBPL.

In the event HSBPL, JSHPL and/ or SSBPL acquire(s) any additional equity shares of JLL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of HSBPL, JSHPL and/ or SSBPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by HSBPL, JSHPL and/ or SSBPL in JLL as on the Effective Date, shall be issued and allotted to JSPLPL and/ or JCPLPL, respectively."

Step 1(B): Amalgamation of JCPLPL and JSPLPL into JLL

- a. JCPLPL is 100% owned by SPB Trustee Company Private Limited & SS Trustee Company Private Limited (on behalf of Shyam Sunder Bhartia Family Trust);
- b. JSPLPL is 100% owned by HSB Trustee Company Private Limited & HS Trustee Company Private Limited (on behalf of Hari Shanker Bhartia Family Trust)
- c. Pursuant to amalgamation in Step 1, JCPLPL and JSPLPL shall own only equity shares of JLL i.e. 3,22,68,661 equity shares and 2,99,59,975 equity shares respectively plus additional equity

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

shares, if any.

- d. Upon the Scheme (Part B) becoming effective, shareholders of JCPLPL would be entitled to equity shares (of JLL) of value equal to the value of net assets owned by JCPLPL. In other words, shareholders of JCPLPL would be entitled to equity shares (of JLL) equal to the number of equity shares (of JLL) owned by JCPLPL.
- e. Similarly, upon the Scheme (Part B) becoming effective, shareholders of JSPLPL would be entitled to equity shares (of JLL) of value equal to the value of net assets owned by JSPLPL. In other words, shareholders of JSPLPL would be entitled to equity shares (of JLL) equal to the number of equity shares (of JLL) owned by JSPLPL.
- f. In the event JSPLPL and/ or JCPLPL acquire(s) any additional equity shares of JLL (either on account of amalgamation of HSBPL, SSBPL and JSHPL under Part B of the Scheme or on account of new purchase of equity shares of JLL), without incurring any additional liability, or there occurs a reduction in the shareholding of JSPLPL and/ or JCPLPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by JSPLPL and/ or JCPLPL in JLL as on the Effective Date shall be issued and allotted to the shareholders of JSPLPL and/ or JCPLPL, respectively.
- g. The determination of share exchange ratios would not impact the ultimate value for the shareholders of JSPLPL and those of JCPLPL. The proposed amalgamation of the JSPLPL and JCPLPL will also be value neutral to JLL's shareholders.


In the instant case, the determination of share exchange ratios is based on the number of equity shares held by JCPLPL and JSPLPL in JLL and, therefore, a detailed valuation of the companies to determine the swap ratio would not be relevant. Hence, no relative valuation of these Companies is required to be undertaken. Accordingly, we have not carried out valuation of these companies under generally accepted valuation approaches as below:

Valuation Approach	JCPLPL		JSPLPL		JLL	
	INR	Weight (%)	INR	Weight (%)	INR	Weight (%)
Asset Approach	NA	0	NA	0	NA	0
Market Approach	NA	0	NA	0	NA	0
Income Approach	NA	0	NA	0	NA	0
Relative value per share	NA	0	NA	0	NA	0

NA – Not Adopted / Not Applicable

(This space has been left blank intentionally)

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

Based on the aforesaid discussion, considering that JCPLPL and JSPLPL shall only own equity shares of JLL and that shareholders of JCPLPL and JSPLPL will, upon amalgamation, become shareholders of JLL, holding beneficial economic interest in the same number of equity shares in JLL as they will hold in equity shares of JLL prior to the Scheme becoming effective, the following proposed share entitlement ratio is fair to shareholders of JCPLPL and JSPLPL and shareholders of JLL:

"1 fully paid equity share of face value of INR 1/- each of JLL to be issued to shareholders of JCPLPL and JSPLPL for every 1 fully paid up equity share of face value of INR 1/- each of JLL held by JCPLPL & JSPLPL respectively."

In view of above share exchange ratio and based on number of JLL shares held by JCPLPL & JSPLPL post amalgamation of HSBPL, JSHPL & SSBPL into JLL, this results in cancellation and allotment of JLL shares as follows:-

"3,22,68,661 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JCPLPL for 3,22,68,661 fully paid up equity shares of face value of INR 1/- each of JLL to be held by JCPLPL post amalgamation of SSBPL & JSHPL."

"2,99,59,975 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JSPLPL for 2,99,59,975 fully paid up equity shares of face value of INR 1/- each of JLL to be held by JSPLPL post amalgamation of JSHPL & HSBPL."

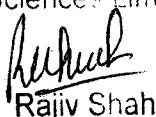
In the event JSPLPL and/ or JCPLPL acquire(s) any additional equity shares of JLL (either on account of amalgamation of HSBPL, SSBPL and JSHPL under Part B of the Scheme or on account of new purchase of equity shares of JLL), without incurring any additional liability, or there occurs a reduction in the shareholding of JSPLPL and/ or JCPLPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by JSPLPL and/ or JCPLPL in JLL as on the Effective Date shall be issued and allotted to the shareholders of JSPLPL and/ or JCPLPL, respectively."

Step 2: Demerger of the LSI Undertaking of JLL into JLSI as mentioned in Part C of the Scheme

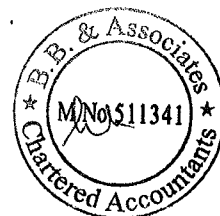
From discussions with the management and from the Scheme, we understand that:

- a. The management of JLL is contemplating to demerge LSI undertaking from JLL into JLSI;
- b. JLSI is a wholly owned subsidiary of JLL;

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah

Company Secretary



B.B. & Associates

Chartered Accountants

- c. Upon the Scheme becoming effective, the equity shares held by JLL and its nominees in JLSI will be cancelled and shareholders of JLL will be entitled to the shares of JLSI;
- d. Simultaneously and concurrent with the above cancellation upon the scheme (Part C) becoming effective, shareholders of JLL would be entitled to shares in JLSI in the same proportion in which they own shares in JLL;
- e. upon the scheme becoming effective, the beneficial economic interest of the shareholders of JLL in the paid up equity share capital of JLSI would be the same as it is in the paid up equity share capital of JLL.

The determination of share entitlement ratio would not impact the ultimate value for the shareholders of JLL and the proposed demerger of the LSI Undertaking of JLL into JLSI will be value neutral to JLL's shareholders. Therefore, the determination of share entitlement ratio in the instant case and a detailed valuation of the companies to determine the share entitlement ratio would not be relevant in the present case. Hence, no relative valuation of these Companies is required to be undertaken. Accordingly, we have not carried out valuation of these companies under generally accepted valuation approaches as below:

Valuation Approach	JLL (LSI undertaking)		JLSI	
	INR	Weight (%)	INR	Weight (%)
Asset Approach	NA	0	NA	0
Market Approach	NA	0	NA	0
Income Approach	NA	0	NA	0
Relative value per share	NA	0	NA	0

NA – Not Adopted / Not Applicable

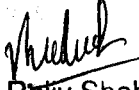
Based on the aforesaid discussion, considering that all shareholders of JLL are and will, upon demerger, become shareholders of JLSI, holding beneficial economic interest in the same proportion as they hold in JLL, the following proposed share entitlement ratio is fair to the shareholders of JLL in relation to demerger:

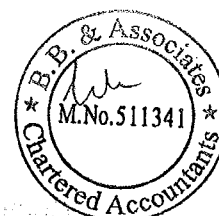
“1(one) fully paid up equity share of face value of INR 1/- each of JLSI for every 1 (one) fully paid equity share of face value of INR 1/- each held in JLL.”

8. Conclusion

Based on the foregoing, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following share exchange/ entitlement ratios for consideration by JLL and JLSI to JSPLPL, JCPLPL and their shareholders:

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

Pursuant to amalgamation of HSBPL, SSBPL and JSHPL into JLL (as per part B of the Scheme)

"1 fully paid equity share of face value of INR 1/- each of JLL to be issued to shareholders of HSBPL, JSHPL & SSBPL for every 1 fully paid up equity share of face value of INR 1/- each of JLL held by HSBPL, JSHPL & SSBPL respectively."

In view of above share exchange ratio and based on number of JLL shares held by HSBPL, JSHPL & SSBPL as of October 21, 2019, this results in cancellation and allotment of JLL shares as follows:-

"1,86,98,979 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of HSBPL for 1,86,98,979 fully paid up equity shares of face value of INR 1/- each of JLL held by HSBPL."

2,25,21,992 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JSHPL for 2,25,21,992 fully paid up equity shares of face value of INR 1/- each of JLL held by JSHPL."

2,10,07,665 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of SSBPL for 2,10,07,665 fully paid up equity shares of face value of INR 1/- each of JLL held by SSBPL."

In the event HSBPL, JSHPL and/ or SSBPL acquire(s) any additional equity shares of JLL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of HSBPL, JSHPL and/ or SSBPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by HSBPL, JSHPL and/ or SSBPL in JLL as on the Effective Date, shall be issued and allotted to JSPLPL and/ or JCPLPL, respectively."

Pursuant to Amalgamation of JSPLPL and JCPLPL into JLL (as per part B of the Scheme)

"1 fully paid equity share of face value of INR 1/- each of JLL to be issued to shareholders of JCPLPL and JSPLPL for every 1 fully paid up equity share of face value of INR 1/- each of JLL held by JCPLPL & JSPLPL respectively."

In view of above share exchange ratio and based on number of JLL shares held by JCPLPL & JSPLPL post amalgamation of HSBPL, JSHPL & SSBPL into JLL, this results in cancellation and allotment of JLL shares as follows:-

"3,22,68,661 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JCPLPL for 3,22,68,661 fully paid up equity shares of face value of INR 1/- each of JLL to be held by JCPLPL post amalgamation of SSBPL & JSHPL."

Certified True Copy
For Jubilant Life Sciences Limited

(This space has been left blank intentionally)


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

"2,99,59,975 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JSPLPL for 2,99,59,975 fully paid up equity shares of face value of INR 1/- each of JLL to be held by JSPLPL post amalgamation of JSHPL & HSBPL.

In the event JSPLPL and/ or JCPLPL acquire(s) any additional equity shares of JLL (either on account of amalgamation of HSBPL, SSBPL and JSHPL under Part B of the Scheme or on account of new purchase of equity shares of JLL), without incurring any additional liability, or there occurs a reduction in the shareholding of JSPLPL and/ or JCPLPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by JSPLPL and/ or JCPLPL in JLL as on the Effective Date shall be issued and allotted to the shareholders of JSPLPL and/ or JCPLPL, respectively."

Pursuant to demerger of the LSI Undertaking of JLL into the JLSI (as per Part C of the Scheme)

"1 (one) fully paid up equity share of face value of INR 1/- each of JLSI for every 1 (one) fully paid equity share of face value of INR 1/- each held in JLL."

For B.B. & Associates
Chartered Accountants
Firm Registration No: 023670N

Balwan Bansal

CA Balwan Bansal

IBBI Registration No: IBBI/RV/05/2018/10200

ICAI Membership No: 511341



Place: New Delhi

Date: October 23, 2019

Certified True Copy
For Jubilant Life Sciences Limited

Rajiv Shah

Rajiv Shah
Company Secretary

B.B. & Associates
Chartered Accountants

4445/9 Jai Mala Market
Tri Nagar
New Delhi 110035
Tel +91 11 2739 3393

November 22, 2019

The Board of Directors
Jubilant Life Sciences Limited
Bhartiagram Gajraula
District Amroha
Uttar Pradesh - 244223

The Board of Directors
Jubilant Stock Holding Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
JSPL Life Science Services and Holdings Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
HSB Corporate Consultants Private Limited
Plot No. 1A, Sector-16A
Gautam Buddha Nagar, Noida
Uttar Pradesh - 201301

The Board of Directors
JCPL Life Science Ventures and Holdings Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
SSB Consultants & Management Services Private Limited
Plot No. 1A, Sector-16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

The Board of Directors
Jubilant LSI Limited
Bhartiagram Gajraula
District Amroha
Uttar Pradesh - 244223

Subject: Recommendation of share exchange ratios for the proposed amalgamation of HSB Corporate Consultants Private Limited, Jubilant Stock Holding Private Limited, SSB Consultants & Management Services Private Limited, JCPL Life Science Ventures and Holdings Private Limited and JSPL Life Science Services and Holdings Private Limited into Jubilant Life Sciences Limited and share entitlement ratio for the proposed demerger of the Life Science Ingredients business undertaking from Jubilant Life Sciences Limited into Jubilant LSI Limited

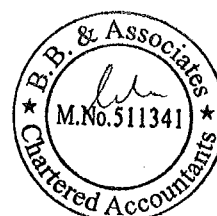
Dear Sirs/Madams,

We refer to our Report dated October 23, 2019 issued by us to the management of Jubilant Life Sciences Limited ("JLL") in connection with the captioned subject matter.

Post issuance of our aforesaid report, it has been represented to us that 11,20,000 6% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each fully paid up and 45,70,000 8% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each fully paid up held by HSBPL

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

and SSBPL respectively in JSHPL, were duly redeemed by JSHPL on November 20, 2019.

However, the share exchange ratios and the share entitlement ratio determined in our report dated October 23, 2019 for the proposed amalgamations and proposed demerger have not undergone any change. The share exchange ratios and the share entitlement ratio determined in our report dated October 23, 2019 are reproduced below:-

Amalgamation of HSBPL, JSHPL and SSBPL into JLL as mentioned in Part B of the Scheme

"1 fully paid equity share of face value of INR 1/- each of JLL to be issued to shareholders of HSBPL, JSHPL & SSBPL for every 1 fully paid up equity share of face value of INR 1/- each of JLL held by HSBPL, JSHPL & SSBPL respectively."

As the number of JLL shares held *inter se* by HSBPL, JSHPL and SSBPL as of November 20, 2019 have undergone a change, the cancellation and allotment of JLL shares to the shareholders of HSBPL, JSHPL and SSBPL would be as under.

"1,92,78,979 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of HSBPL for 1,92,78,979 fully paid up equity shares of face value of INR 1/- each of JLL held by HSBPL."

2,13,61,992 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JSHPL for 2,13,61,992 fully paid up equity shares of face value of INR 1/- each of JLL held by JSHPL."

2,15,87,665 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of SSBPL for 2,15,87,665 fully paid up equity shares of face value of INR 1/- each of JLL held by SSBPL."

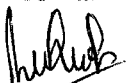
As stated in our report dated October 23, 2019 and in the Composite Scheme of Arrangement (Scheme), in the event HSBPL, JSHPL and/ or SSBPL acquire(s) any additional equity shares of JLL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of HSBPL, JSHPL and/ or SSBPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by HSBPL, JSHPL and/ or SSBPL in JLL as on the Effective Date, shall be issued and allotted to JSPLPL and/ or JCPLPL, respectively."

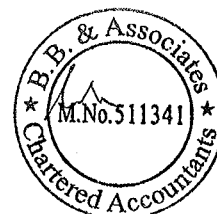
Amalgamation of JCPLPL and JSPLPL into JLL as mentioned in Part B of the Scheme

"1 fully paid equity share of face value of INR 1/- each of JLL to be issued to shareholders of JCPLPL and JSPLPL for every 1 fully paid up equity share of face value of INR 1/- each of JLL held by JCPLPL & JSPLPL respectively."

In view of above share exchange ratio and based on number of JLL shares held by JCPLPL & JSPLPL post amalgamation of HSBPL, JSHPL & SSBPL into JLL, this results in cancellation and allotment of JLL shares as follows:-

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary



B.B. & Associates

Chartered Accountants

"3,22,68,661 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JCPLPL for 3,22,68,661 fully paid up equity shares of face value of INR 1/- each of JLL to be held by JCPLPL post amalgamation of SSBPL & JSHPL.

"2,99,59,975 fully paid up equity shares of face value of INR 1/- each of JLL to be issued to shareholders of JSPLPL for 2,99,59,975 fully paid up equity shares of face value of INR 1/- each of JLL to be held by JSPLPL post amalgamation of JSHPL & HSBPL.


As stated in our report dated October 23, 2019 and in the Scheme, in the event JSPLPL and/ or JCPLPL acquire(s) any additional equity shares of JLL (either on account of amalgamation of HSBPL, SSBPL and JSHPL under Part B of the Scheme or on account of new purchase of equity shares of JLL), without incurring any additional liability, or there occurs a reduction in the shareholding of JSPLPL and/ or JCPLPL in JLL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JLL, as may be held by JSPLPL and/ or JCPLPL in JLL as on the Effective Date shall be issued and allotted to the shareholders of JSPLPL and/ or JCPLPL, respectively."

Demerger of the LSI Undertaking of JLL into JLSI as mentioned in Part C of the Scheme

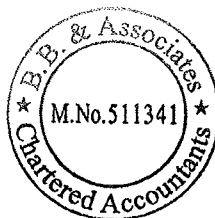
"1(one) fully paid up equity share of face value of INR 1/- each of JLSI for every 1 (one) fully paid equity share of face value of INR 1/- each held in JLL."

There is no change in any other aspect mentioned in our report dated October 23, 2019.

For B.B. & Associates
Chartered Accountants
Firm Registration No: 023670N



CA Balwan Bansal
IBBI Registration No: IBBI/RV/05/2018/10200
ICAI Membership No: 511341



Place: New Delhi
Date: November 22, 2019

Certified True Copy
For Jubilant Life Sciences Limited


Rajiv Shah
Company Secretary

