



JUBILANT INDUSTRIES LIMITED

(CIN: L24100UP2007PLC032909)

Registered Office: Bhartiagram, Gajraula,
District Amroha - 244 223,
Uttar Pradesh, India

E-mail: investorsjil@jubil.com

Website: www.jubilantindustries.com

Phone : + 91-5924-252353-60

Fax : + 91-5924-252 352

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of members of Jubilant Industries Limited will be held as under:-

DAY : MONDAY
DATE : DECEMBER 21, 2015
TIME : 12:00 NOON
**VENUE : REGISTERED OFFICE:
BHARTIAGRAM, GAJRAULA
DISTRICT AMROHA - 244 223
UTTAR PRADESH, INDIA**

to transact the following business:

ORDINARY BUSINESS

- To consider and adopt:
 - the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015 and Report of the Auditors thereon.
- To appoint a Director in place of Mr. Priyavrat Bhartia [DIN: 00020603], who retires by rotation and, being eligible, offers himself for re-appointment.
- To ratify appointment of the Statutory Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s K.N. Gutgutia & Co., Chartered Accountants, (Registration Number 304153E with the Institute of Chartered Accountants of India) be and is hereby ratified as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."

By Order of the Board
For Jubilant Industries Limited

Dinesh Kumar Gupta
Company Secretary

October 28, 2015

NOTES:

- Brief profile and other information of Director proposed to be re-appointed are annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER

TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member.

- Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain close from Friday, December 11, 2015 to Monday, December 21, 2015 (both days inclusive) for the purpose of Annual General Meeting.
- Change of Address or Other Particulars**
Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:
 - The Registrar and Transfer Agent ("RTA") of the Company in respect of shares held in physical form; and
 - The Depository Participants in respect of shares held in electronic form.
- Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
- The Company has a dedicated E-mail address investorsjil@jubil.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.

The Company's website www.jubilantindustries.com has a dedicated section on Investors.

The Notice of the AGM and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website.

- Unpaid/Unclaimed dividend for the Financial Year 2010-11, must be claimed on or before September 24, 2018, as the amount remaining unclaimed after the said date, would be transferred to Investor Education & Protection Fund within a period of 30 days thereof.

9. Pursuant to Clause 5A of the Listing Agreement with the Stock Exchanges (the "Listing Agreement"), members who had not claimed share certificates had been sent three reminder letters to claim their equity shares. Thereafter, in terms of the Listing Agreement, the equity shares, which remained unclaimed, were transferred during the year 2011-12 to *JIL-Unclaimed Suspense Account*. As on March 31, 2015, 36821 Equity Shares pertaining to 1409 shareholders are lying in this account. The voting rights on the said shares will remain frozen till the rightful owners of such shares claim the shares. Members may approach RTA to get their shares released from this Account.
10. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.
11. All share and dividend related correspondence may be sent to RTA at the following address:
Alankit Assignments Limited
 (Unit: Jubilant Industries Limited)
 1E/ 13, Alankit Heights,
 Jhandewalan Extension,
 New Delhi - 110 055, India
 Phone : +91 - 11 - 2354 1234/ 4254 1234
 Fax : +91 - 11 - 4154 3474
 E-mail : rta@alankit.com
 In all correspondence, please quote your DP ID & Client ID or Folio Number.
12. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.
 Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at rta@alankit.com or investorsjil@jubl.com
13. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2014-15 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.
14. The Certificate from the Auditors of the Company certifying that the Companies JIL Employees Stock Option Scheme, 2013 is being implemented in accordance with the SEBI Guidelines/Regulations, will be available for inspection by the members at the AGM.
15. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
18. **Voting Options:**
 The business set out in the Notice of the AGM may be

transacted through electronic voting system or Polling Paper. The Company is providing facility for voting by electronic means. Information relating to e-Voting facility and voting at the AGM is given below:

(1) Voting through electronic means

- I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by NSDL.
- II. The facility for voting through Polling Paper ("Poll") shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Poll at the AGM.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 9:00 a.m. on Friday, December 18, 2015 and ends at 5:00 p.m. on Sunday, December 20, 2015. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date Monday, December 14, 2015 ("**Cut-off date**"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:
 - A. In case of members receiving an e-mail from NSDL
 - (i) Open e-mail and open PDF file viz.; "Remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for remote e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put User ID and Password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) The Password change menu appears on your screen. Change the Password with new Password of your choice with minimum 8 digits/ characters or combination thereof. Note the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (vi) Home page of remote e-Voting opens, click on remote e-Voting > Active Voting Cycles.

- (vii) Select Electronic Voting Event Number ("EVEN") of Jubilant Industries Limited as given in the body of e-mail.
- (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the votes on the resolutions are cast, the member shall not be allowed to change these subsequently and to cast vote again.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of members receiving physical copies of the Notice of the AGM

- (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(2) Voting at AGM

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM. The Company will make arrangements of Polling Papers in this regard at the AGM venue.

(3) Other Instructions

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call at toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.
 - III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
 - IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. Monday, December 14, 2015.
 - V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. Monday, December 14, 2015, may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at evoting@nsdl.co.in or RTA at rt@alankit.com
- However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password

by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL on toll free no.: 1800-222-990.

In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL through e-mail at evoting@nsdl.co.in/ rajivr@nsdl.co.in or on Toll Free No.: 1800-222-990/ Telephone No.: 022-2499 4738 or Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited through email at rt@alankit.com or on Telephone No.: 011-4254 1234.

VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper.

A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

VIII. Mr. Sanjay Grover, a Practicing Company Secretary (FCS No. 4223, C.P. No.: 3850) of M/s Sanjay Grover & Associates, Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.

IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.

XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than forty-eight (48) hours of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing.

XII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jubilantindustries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at Bhartiagram, Gajraula, District Amroha-244 223 and the Corporate Office at 1A, Sector 16A, Noida-201 301, U.P.

XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 9th AGM scheduled to be held on Monday, December 21, 2015.

ANNEXURE TO NOTICE

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES REGARDING THE DIRECTOR PROPOSED TO BE RE-APPOINTED

Name of Director	Mr. Priyavrat Bhartia
Date of Birth	October 04, 1976
Relationship with other Directors and Key Managerial Personnel	Brother of Mr. Shamit Bhartia, Director
Date of Appointment	October 28, 2010
Experience and expertise in specific functional areas	Industrialist
Qualification	Bachelor in Economics from Dartmouth College (USA) and MBA from Stanford University
Terms and conditions of appointment / re-appointment	Director, liable to retire by rotation
No. of Equity Shares of Rs. 10/- each held in the Company	253 (Two Hundred Fifty Three shares)
List of other companies in which Directorship are held*	<ul style="list-style-type: none"> • The Hindustan Times Limited • HT Media Limited • Hindustan Media Ventures Limited • Firefly e-Ventures Limited • HT Mobile Solutions Limited • HT Digital Media Holdings Limited • HT Education Limited • Jubilant Agri & Consumer Products Limited • Earthstone Holding (Two) Limited
List of the committee of Board of Directors (across all companies) In which Chairmanship/ Membership Is held#	<p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee of HT Digital Media Holdings Limited • Audit Committee of HT Mobile Solutions Limited • Audit Committee of HT Education Limited <p>Member</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee of HT Media Limited • Audit Committee of The Hindustan Times Limited • Audit Committee of Firefly e-Ventures Limited • Stakeholders' Relationship Committee of Jubilant Industries Limited • Audit Committee of Hindustan Media Ventures Limited
Number of Board Meetings attended during Financial Year 2014-15	Four Meetings

*As per latest disclosures received from the Directors, the directorship(s) mentioned above do not Include directorship(s) of Foreign companies, Section 8 Companies and Private Limited Companies.

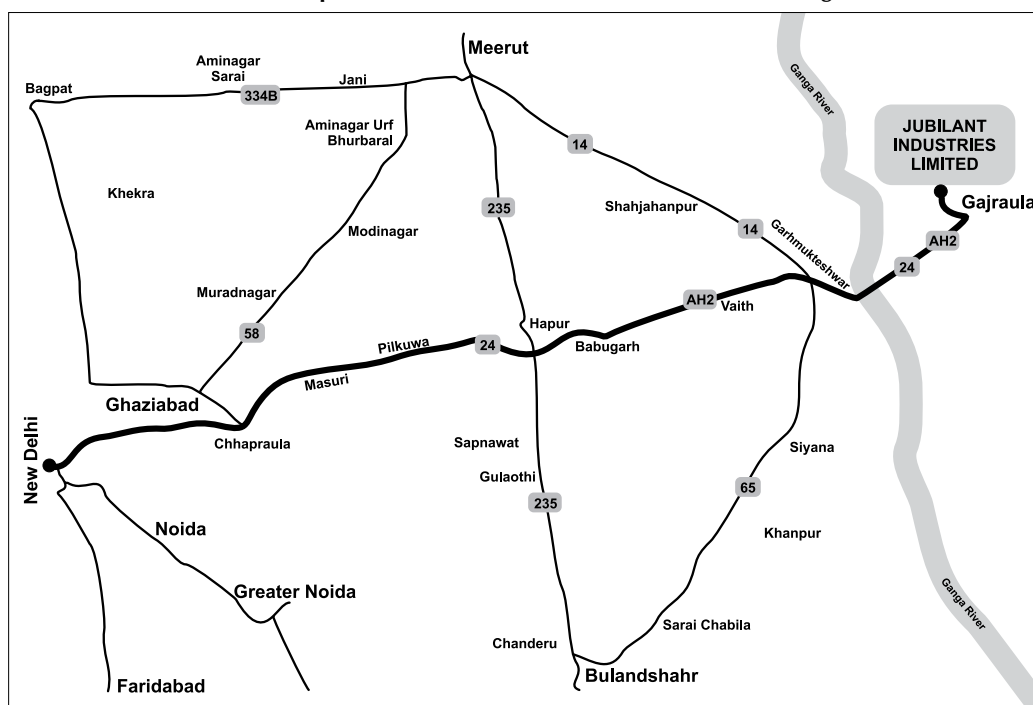
#Pursuant to Clause 49 of the Listing Agreement, only two Committees VIZ Audit Committee and Stakeholders' Relationship Committee have been considered.

By Order of the Board
For Jubilant Industries Limited

Dinesh Kumar Gupta
Company Secretary

October 28, 2015

Route Map of the venue of the 9th Annual General Meeting



Web-link for Route Map : distancebetween.info/delhi/gajraula/road_map



Corporate Information



Registered Office

Bhartiagram, Gajraula - 244 223
District - Amroha
Uttar Pradesh, India
Tel.: +91-5924-252351-60
Email: investorsjl@jubl.com
Website: www.jubilantindustries.com

Corporate Identity Number (CIN)

L24100UP2007PLC032909

Corporate Office

1A, Sector 16A,
Noida - 201 301
Uttar Pradesh, India

Statutory Auditors

K.N. Gutgutia & Co.
11K, Gopala Tower,
25, Rajendra Place,
New Delhi - 110 008, India

Internal Auditors

Ernst & Young LLP
Golf View Tower B,
Sector 42, Sector Road,
Gurgaon - 122 022,
Haryana, India

Company Secretary

Dinesh Kumar Gupta

Registrar and Share Transfer Agent

Alankit Assignments Limited
Alankit Heights,
1E/13, Jhandewalan Extension,
New Delhi - 110 055, India
Tel.: +91-11-23541234, 42541234
Email: rta@alankit.com

Bankers

Axis Bank Limited
Corporation Bank
IDBI Bank Limited
Yes Bank Limited
RBL Bank Limited

Contents

Company Introduction	02
Board of Directors	03
Chairman's Message	04
Awards & Accolades	06
Management Discussion & Analysis	07
Directors' Report	21
Report on Corporate Governance	46
Independent Auditors' Report and Annexure to the Independent Auditors' Report	73
Balance Sheet and Statement of Profit & Loss	76
Cash Flow Statement	78
Notes to the Financial Statements	79
Independent Auditors' Report to Consolidated Financial Statement	103
Consolidated Balance Sheet and Consolidated Statement of Profit & Loss	106
Consolidated Cash Flow Statement	108
Notes to the Consolidated Financial Statements	109
Salient Features of Financial Statement of Subsidiaries (Form AOC - I)	140

Company Introduction



Jubilant Industries Ltd. (JIL) is a part of Jubilant Bhartia Group, which operates in various sectors like Pharmaceuticals and Life Sciences, Food, Oil and Gas, Agribusiness & Performance Polymers and Retail and Consulting Services in Aerospace and Oilfield industries. The group employs over 30,000 people globally.

JIL is a well-diversified Company, which along with its subsidiaries operates into sectors like Performance Polymers; Consumer Products; Fertilizers; Agrochemicals. We are one of the leading manufacturers of Single Super Phosphate (SSP), Solid Poly Vinyl Acetate and VP Latex. We are one of the largest manufacturers of Wood Adhesives in the country.

The Company has product portfolio covering large range of products for both Business-to-business (B2B) and Business-to-consumer (B2C) Markets.

Business Segments

We operate into two business segments:

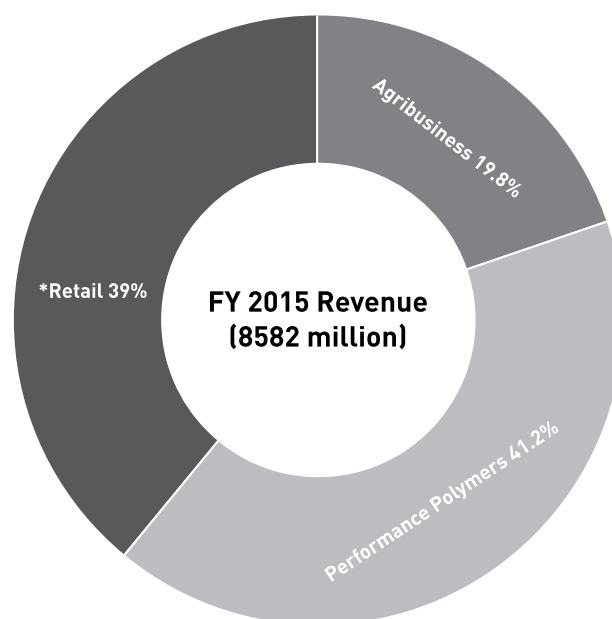
Agribusiness: The Company is among the top five domestic players in Single Super Phosphate. With a strong brand 'Ramban', we are the leading SSP supplier in Uttar Pradesh.

Performance Polymers: The business under Performance Polymer segment includes Consumer Products like Wood Adhesives and Wood Finishes; and Specialty Polymers like VP Latex, and Food Polymers and an IMFL bottling plant at Nira.

Manufacturing Facilities

JIL operates an IMFL bottling plant at Nira, Maharashtra

Jubilant Agri & Consumer Products Limited, a wholly owned subsidiary of JIL, has four manufacturing facilities across the country. Two in the state of Uttar Pradesh (Gajraula and Sahibabad), one in Rajasthan (Kapasana, Chitorgarh) and one in Gujarat (Savli, Baroda).



* divested effective from August 12, 2015

Board of Directors



Mr. Hari S. Bhartia
Chairman



Mr. Priyavrat Bhartia
Director



Mr. Shamit Bhartia
Director



Mr. Ghanshyam Dass
Director



Mr. R. Bupathy
Director



Mr. S. K. Roongta
Director



Ms. Shivpriya Nanda
Director



Mr. Videh Kumar Jaipuria
Managing Director

Chairman's Message



Dear Shareholders,

FY 2015 was a volatile year for commodity prices. Crude Oil price dropped to its multi-year low levels and this impacted all other related commodities. Some of our key raw materials like Vinyl Acetate Monomer (VAM), Butadiene and Sulphur also witnessed wide swings.

VAM prices were very high during the start of the year due to supply constraints as few major manufacturers had reduced capacities on account of force majeure and by last quarter of FY 2015, VAM prices stabilized to its normal levels. This severely impacted margins of our Performance Polymer business in FY 2015. Similarly, Sulphur prices increased substantially during the second half of the year, thereby impacting profits of our Agri-business.

In a tough market environment, the Company focused on improving profitability through better manufacturing and operational efficiencies. The driving force was quality assurance and addressing customer needs more efficiently. The Company has made significant investments in making its quality control systems more robust. Emphasis on operational efficiencies has resulted in significant savings across all our businesses.

Business Performance

FY 2015 has been a moderate year for Indian Fertilizer industry, with Phosphatic fertilizers volume increased over last year (led by DAP and NPK), however it remained significantly lower than FY 2012. Shortage in availability of Urea and uncertainty surrounding its new pricing policy led to demand-supply mismatch and it became the first preference of all distributors and dealers. This caused channel going thin on all fertilizers except Urea.

Our Agribusiness has performed much better than previous year. Efficient procurement of raw



materials and better cost management has helped the business to perform better than its peers.

Performance Polymers witnessed pressure on volume on account of declining sales of chewing Gum in North America and high prices of VAM. Our Food Polymers as well as Consumer Products businesses were also impacted by high input prices of VAM.

After couple of years of struggle, Indian commercial vehicle industry finished the year with a positive note. In line with the improvement in commercial vehicle sales, our domestic volumes of VP latex has started moving up.

European Automobile industry continue to face tough times and this has impacted our exports volume of Latex. Exchange rate volatility also impacted our