

Date: July 17, 2020

To,
The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE scrip code: 500780

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. cm, 'G' Block, Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Symbol: ZUARIGLOB

Sub: Disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Scheme of Amalgamation and other disclosures

Dear Sir,

In furtherance to the intimation regarding Board Meeting held on 14th August 2019 wherein the Board provided its in-principal approval for evaluation of a proposed re-structuring exercise involving the Company, the Board of Directors of the Company at their meeting held on 17th July 2020 approved a Scheme of Amalgamation under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactments thereof for the time being in force between Zuari Global Limited ('ZGL') and Gobind Sugar Mills Limited ('GSML') and their respective shareholders and creditors ('the Scheme') placed before them.

As per the disclosure requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Clause 1.2 of Annexure I of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015, following are the requisite disclosures in relation to the Scheme:

- a) Name of the entities forming part of the amalgamation and details in brief such as, size, turnover etc.:



ZUARI GLOBAL LIMITED

CIN No.: L65921GA1967PLC000157

Global Business Park, Tower - A, 5th Floor, M. G. Road, Sector 26, Gurgaon - 122 002, Haryana India.

Tel: +91 124 482 7800 Fax: +91 124 421 2046

www.adventz.com

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726

Particulars	ZGL	GSML
Turnover as on 31 March, 2020 (INR crores)	57.16	579.00
Net Worth as on 31 March, 2020 (INR crores)	1310.89	(93.64)

b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length":

The transaction envisaged in the Scheme, i.e. merger of GSML with ZGL, would fall within the meaning of "Related Party Transactions" as provided in Regulation 2(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company, based on the Valuation Report from Sunit & Co., Chartered Accountants and Valuation Report from Incwert Advisory Private Limited, Registered Valuer and Fairness Opinion received from SKP Securities Limited, SEBI registered Merchant Banker on the valuation done by the Valuer and as per the report received from the Audit Committee recommending the draft Scheme, approved the Share Swap Ratio mentioned in point (e) below.

c) Area of business of the entity(ies):

1. ZGL - ZGL is engaged in in real estate business, business of contractors, erectors, construction of buildings, houses, apartments, structures or residential complexes and offices, set up, develop and providing of infrastructure facilities and investment in listed and unlisted securities.
2. GSML - GSML is engaged in the business of manufacture/generation and sale of sugar, molasses, press mud, power and ethanol.

d) Rationale for amalgamation/ merger:

The Scheme of Amalgamation has been propounded under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder. The Board of Directors of the companies considers that the Scheme of Amalgamation would benefit the respective companies and their respective stakeholders on account of the following reasons:

1. Streamlining and rationalization of the group structure through consolidation of GSML with ZGL, leading to reduction in compliance and administrative cost of the group;



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2. Imparting better management focus, facilitating administrative convenience and ensuring optimum utilization of various resources of the Companies;
3. Bring about synergy in operations, economies in costs and other benefits resulting from the economies of scale;
4. The net worth and regular stream of revenue of the post-merger Transferee Company would facilitate requisite cost effective fund-raise for the future business operations of the Transferee Company; and
5. Proposed business re-alignment will create enhanced value for the stakeholders of both the Companies. This Scheme is not expected to be in any manner prejudicial to the interest of the concerned shareholders, members, creditors, employees or general public at large.

e) In case of cash consideration – amount or otherwise share exchange ratio:

For equity shareholders:

- a. 100 (One Hundred) equity shares of ZGL of face value of INR 10 (Rupees Ten) each for every 285 (Two Hundred and Eighty Five) equity shares of GSML of face value of INR 10 (Rupees Ten) each; or
- b. 10,000 (Ten Thousand) 10.5% Non-Convertible Redeemable Preference Shares of ZGL of face value of INR 10 (Rupees Ten) each for every 1,006 (One Thousand and Six) equity shares of GSML of face value of INR 10 (Rupees Ten) each.

The equity shareholders of GSML shall have the option to take either equity shares or 10.5% Non-Convertible Redeemable Preference Shares in ZGL. ZGL shall send to the equity shareholders of GSML an appropriate intimation and option form requiring them to exercise their option.

In case no written response to the option provided by ZGL is received from the equity shareholders of GSML, such equity shareholders shall be issued 10.5% Non-Convertible Redeemable Preference Shares in ZGL on the basis of the above mentioned swap ratio.

The new equity shares issued by ZGL pursuant to the Scheme would be listed on the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE') and shall rank pari passu with the existing equity shares of ZGL.

For preference shareholders:



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1 (One) 7% Non-Convertible Redeemable Preference Share of ZGL of face value of INR 10 (Rupees Ten) each for every 1 (One) 7% Non-Convertible Redeemable Preference Share of GSML of face value of INR 10 (Rupees Ten) each.

f) Brief details of change in shareholding pattern (if any) of the Company:

<u>Category</u>	<u>Number of shares and % of voting rights pre-amalgamation</u>		<u>Number of shares and % of voting rights post-amalgamation</u>	
	<u>No.</u>	<u>%</u>	<u>No.</u>	<u>%</u>
Promoter and Promoter Group	1,61,43,659	54.83%	1,62,96,293	54.34%
Public	1,32,96,945	45.17%	1,36,91,460	45.66%
TOTAL	2,94,40,604	100%	2,99,87,753	100%

- *Assuming that all the equity shareholders of GSML will opt to get equity shares of ZGL in exchange of their equity shares in GSML*


This Scheme is subject to consent / approval of requisite majority of shareholders and creditors of ZGL and GSML and sanction of the jurisdictional NCLT and all other regulatory approvals as may be necessary for the implementation of the Scheme.

In addition to the above disclosure the Board also approved the Postal Ballot Notice to be sent to the shareholders of the company for (i) increase in the borrowing limits under Section 180(1)(c); (ii) increase in limits for creation of securities under section 180(1)(a); and (iii) increase in the limits under section 186 of Companies Act, 2013. The notice to shareholders will be sent in due course.

This is for your information and record.

Kindly acknowledge the same.

Yours Sincerely
For Zuari Global Limited


Laxman Aggarwal
Company Secretary
M. No. A19861



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