

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	GUJCHEM DISTILLERS INDIA LIMITED		
Name(s) of the acquirer and Persons Acting in Concert(PAC) with the acquirer	ZR2 Group Holding Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TCare Listed	BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	-	-
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	-	-
c) Voting rights (VR) otherwise than by equity shares	NIL	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	-	-
e) Total (a+b+c+d)			
Details of acquisition			
a) Shares carrying voting rights acquired	NIL	-	-
b) VRs acquired otherwise than by equity shares	NIL	-	-
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying	2,00,00,000	-	47.80%

category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	-	-
e) Total (a+b+c+/-d)	2,00,00,000	-	47.80%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	-	-
b) VRs otherwise than by equity shares	NIL	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	2,00,00,000	-	47.80%
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	-	-
e) Total (a+b+c+d)	2,00,00,000	-	47.80%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Preferential Allotment		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	i. Each Compulsory Convertible Debenture (CCD) shall be converted into one Equity Share of the Company. ii. Each Warrant shall be converted into one Equity Share of the Company.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	August 13, 2024		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 35,68,850/- constituting of 35,68,850 Equity Shares of Re.1/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 35,68,850/- constituting of 35,68,850 Equity Shares of Re.1/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 4,18,40,850/- constituting of 4,18,40,850 Equity Shares of Re.1/- each.		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note:

- i. The Company has allotted 1,23,50,000 Compulsory Convertible Debentures ("CCDs") to Acquirer alias Promoter and 2,59,22,000 Convertible Warrants to Acquirer alias Promoter and Strategic Investors being Non Promoters on August 13, 2024.
- ii. ZR2 Group Holdings Limited has been allotted 76,50,000 Convertible Warrants through Preferential Issue and 1,23,50,000 CCDs through Preferential Issue on August 13, 2024.
- iii. ZR2 Group Holdings Limited ("Acquirer" as well as the "Allottee") have entered into Share Purchase Agreement ("SPA") with Sagar Samir Shah, Rajasvee Sagar Shah, Amoli Samir Shah, Samir Rohitbhai Shah, Varun Falgunbhai Sheth and Swetsam Stock Holding Private Limited ("Sellers") on May 10, 2024 as per which the Acquirer agreed to acquire 21,75,640 Equity Shares of the Company at a Price of Rs. 65/- each. The Sellers are the part of the Promoter/ Promoter Group of the Company and are presently in the management control of the Company. Pursuant to the proposed acquisition through SPA which triggered the Open Offer obligations, the Acquirer will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

For, ZR2 GROUP HOLDINGS LIMITED

**JIMMY
OLSSON**

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**JIMMY OLSSON
DIRECTOR**

Place: Mumbai

Date: August 16, 2024

For ZR2 Group Holdings Limited

JIMMY OLSSON

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**JIMMY OLSSON
DIRECTOR**

Place: Mumbai

Date: August 16, 2024