

December 12, 2024

**To,
BSE Limited**

The Corporate
Department
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001

Relationship

To,

The Board of Directors

Gujchem Distillers India Limited

307, Third Floor, Ashirwad Paras-I,
Kanti Bharwad PMT, Opposite Andaz Party
Plot, Makarba, Ahmedabad- 380051,
Gujarat

Scrip Code: 506640

Scrip ID: GUJCMDS

**Sub: Intimation/Disclosures under Regulation 29 (2) of Securities Exchange
Board of India (Substantial Acquisition of Shares and Takeovers)
Regulations, 2011**

Dear Sir,

Pursuant to the provisions of Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the amendments made therein, I, Jimmy Olsson, Director of ZR2 Group Holdings Limited wish to inform you of the acquisition of 14,44,440 equity shares at a Price of Rs 65/- each of Gujchem Distillers India Limited (the "Company") belonging to promoter category of the Company in terms of the Share Purchase Agreement dated 10/05/2024 on December 10 and 11, 2024. The disclosure of balance holding will be done on receipt of the said balance shares.

Please find enclosed herewith the relevant information in the prescribed Format.

We request you to kindly take the above information on your record.

For, ZR2 GROUP HOLDINGS LIMITED



**JIMMY OLSSON
DIRECTOR**



Format for Disclosures under Regulation 29(2) 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 Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are 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)	2,00,00,000	-	47.80%
e) Total (a+b+c+d)	2,00,00,000	-	47.80%
Details of acquisition			
a) Shares carrying voting rights acquired	14,44,440	40.47%	3.45%
b) VRs acquired otherwise than by equity shares	NIL	-	-

c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying	NIL	-	-
category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	-	-
e) Total (a+b+c+/-d)	14,44,440	40.47	3.45%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	14,44,440	40.47%	3.45%
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)	2,14,44,440	40.47%	51.25%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.))	The Acquirer has entered into the SPA with the Selling Shareholders on 10/05/2024, for acquisition of 21,75,640 Equity Shares representing 60.96% of the Paid Up and voting Equity Share capital of Target Company. Acquirer has acquired aggregate of 14,44,440 equity shares and the balance shares will also be transferred as per the terms of the said SPA.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
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.	10 & 11 December 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:

- 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.
- 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.
- 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. Pursuant to the proposed acquisition through SPA which triggered the Open Offer obligations, the Acquirer got the control and management of the Company upon completion of Open Offer formalities.

For, ZR2 GROUP HOLDINGS LIMITED



JIMMY OLSSON
DIRECTOR

Date: December 12, 2024

