

May 30, 2025

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 506640

Sub: Outcome of the Board Meeting held on Thursday, May 29, 2025, pursuant to the Regulations 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir / Madam,

This is to inform you that, the Board of Directors of the Company at its meeting held on Thursday, May 29, 2025 inter alia, has considered and approved the following:

1. Approved the Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended on March 31, 2025, along with the Statement of Assets and Liabilities and Statement of Cash Flow.
2. Took note of the Auditor's Report with unmodified opinion on the Audited Standalone and Consolidated Financial Results for the quarter and financial year ended on March 31, 2025, issued by Statutory Auditors of the Company and the same is enclosed herewith.
3. A declaration signed by Managing Director of the Company with respect to the Auditor's Report issued by the Statutory Auditor with unmodified opinion on the above-mentioned Audited Standalone and Consolidated Financial Results is also enclosed herewith.

Furthermore, the extract of the Audited Standalone and Consolidated Financial Results of the Company for the financial year ended on March 31, 2025 will be published in the newspapers in compliance with the Regulation 47 of the Listing Regulations, along with Quick Response (QR) code and a webpage link where the complete financial results can be accessed.

4. Disclosure of Related Party Transactions pursuant to Regulation 23(9) of SEBI (LODR), 2015 for the year ended March 31, 2025.
5. To take on record Monitoring Agency Report for the quarter ended March 31, 2025

The meeting commenced on May 29, 2025 at 11:00 A.M. and concluded on May 30, 2025 at 11.00 A.M.

Also, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Trading Window for dealing in securities of the Company by all the Designated Persons and their immediate relatives will be opened from Saturday, May 31, 2025 onwards.

You are requested to take note of the same.

Thanking You,

Yours faithfully,

For **ZR2 BIOENERGY LIMITED**
(Formerly known as Gujchem Distillers India Limited)

Mahendra Agarwal
Chief Financial Officer

ZR2 Bioenergy Ltd

(Formerly known as Gujchem Distillers India Limited)

Registered Office: 307 Ashirwad Paras – 1, S.G. Highway, Makarba, Ahmedabad 380 051

Corporate Office: 1102 Lodha Supremus, Senapati Bapat Marg, Mumbai, 400 013

Tel: +91 [83560 34700](tel:8356034700) | Email: info@zr2group.com | Website: <https://gujchemdistillers.in/> | CIN No: L32909GJ1939PLC002480

ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LTD)

CIN: L74110GJ1939PLC002480

Regd. Office: 307 Ashirwad Paras-1, S.G. Highway, Ahmedabad Corporate office: 1102, Lodha Supremus, Senapati Bapat Marg, Lower Pareil, Mumbai 400013

E-mail: info@zr2group.com

Phone: +91 7045989503

Website: www.gujchemdistillers.in

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED AS AT MARCH 31, 2025

(₹ in Lakhs Except EPS and Face Value of Share)

Particulars	Quarter Ended				Year Ended	
	March 31, 2025 (Refer Note 9)	December 31, 2024 (Refer Note 7)	March 31, 2024 Audited	March 31, 2025 Audited	March 31, 2024 Audited	March 31, 2024 Audited
I Revenue from operations	-	-	157.37	149.45	157.37	157.37
II Other income (Note 5)	42.81	3.21	5.88	62.27	31.44	31.44
III Total Income (I+II)	42.81	3.21	163.25	211.72	188.81	188.81
IV Expenses						
Cost of material consumed	-	-	-	-	-	-
Purchases of products for sale	-	-	132.24	125.60	132.24	132.24
Changes in inventories of finished goods, work-in-progress and products for sale	-	-	-	-	-	-
Employee benefits expenses	6.79	8.95	-	18.11	1.35	1.35
Finance costs	-	-	1.01	0.01	19.36	19.36
Depreciation and amortization expense	2.34	1.58	0.03	4.35	0.14	0.14
Other expenses	12.00	19.03	0.99	44.26	12.18	12.18
Total expenses	21.13	29.55	134.27	192.33	165.27	165.27
V Profit before exceptional and extraordinary items and tax (III-IV)	21.68	(26.35)	28.98	19.40	23.54	23.54
VI Exceptional items	-	-	-	-	-	-
VII Profit before extraordinary items and tax (V-VI)	21.68	(26.35)	28.98	19.40	14.56	14.56
VIII Extraordinary items	-	-	-	-	-	-
IX Profit before tax (VII-VIII)	21.68	(26.35)	28.98	19.40	38.10	38.10
X Tax expenses						
1) Current tax	-	-	(4.52)	-	(5.94)	(5.94)
2) MAT Credit Entitlement	-	-	1.85	-	3.27	3.27
3) Deferred tax	11.17	-	3.49	11.17	3.49	3.49
XI Profit/(loss) for the period (IX-X)	10.51	(26.35)	29.80	8.22	38.92	38.92
XII Other comprehensive income						
A)(i) Items that will not be reclassified to profit or loss	-	-	-	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
B)(i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
XIII Total comprehensive income	10.51	(26.35)	29.80	8.22	38.92	38.92
XIV Paid up equity share capital (Face value ₹1 each)	35.69	35.69	35.69	35.69	35.69	35.69
XV Other equity				13,897.76	1,649.72	1,649.72
XVI Earning per share						
1) Basic	0.29	(0.74)	0.95	0.23	1.24	1.24
2) Diluted	0.03	(0.06)	0.95	0.02	1.24	1.24

Date: 29-05-2025

Place : Mumbai

For ZR2 BIOENERGY LIMITED

Jimmy Olsson
Managing Director



2.4

ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LTD)
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED
MARCH 31, 2025

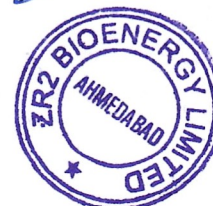
(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
	Audited	Audited
I. ASSETS		
1 Non-current assets		
a Property, plant & equipment	49.87	1.14
b Capital work in progress	11,889.68	-
c Investments	10.00	26.15
d Financial assets	-	-
Others	13.50	150.00
e Deferred tax assets	-	11.08
Total non-current assets	11,963.05	188.37
2 Current assets		
a Inventories	-	185.53
b Financial assets		
i Trade receivables	-	431.12
ii Cash and cash equivalents	1,900.80	-
iii Other Bank balance	-	56.40
iv Loans	-	23.47
v Others	50.37	33.29
c Other current assets	33.93	
Total current assets	1,985.10	729.81
Total Assets	13,948.15	918.18
II. EQUITY AND LIABILITIES		
1 Equity		
a Equity share capital	35.69	35.69
b Other equity	13,897.76	1,649.72
Total Equity	13,933.45	1,685.41
2 Liabilities		
Non-current liabilities		
a Financial liabilities		
i Borrowings	-	-
b Provisions	-	-
c Deferred tax liabilities	0.09	-
d Other non-current liabilities	-	-
Total non-current liabilities	0.09	-
3 Current liabilities		
a Financial liabilities		
i Borrowings	-	2,200.91
ii Trade payables		
Dues of MSME	-	-
Dues other than MSME	8.61	0.49
b Other current liabilities	3.90	30.07
c Provisions	2.10	11.30
d Current tax liabilities	-	-
Total current liabilities	14.61	2,242.77
Total liabilities	14.70	2,242.77
Total Equity and Liabilities	13,948.15	3,928.18

For ZR2 BIOENERGY LIMITED

Date: 29-05-2025
Place : Mumbai

Jimmy Olsson
Managing Director



ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LTD)

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025

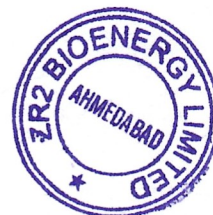
PARTICULARS	FOR THE YEAR ENDED Rs. March 31, 2025	FOR THE YEAR ENDED Rs. March 31, 2024
	Audited	Audited
Cash flow from operating activities:		
Net profit before tax as per statement of profit and loss	19.39	38.10
Adjusted for:		
Depreciation & amortization	4.35	0.14
(Profit) / Loss on Sale or remeasurement at FVTPL of Investment	(1.79)	(7.51)
Interest Received	(48.98)	(23.76)
Dividend Received	(0.05)	(0.13)
Profit on sale / disposal of immovable property	-	(14.56)
Interest & finance costs	0.01	60.13
Operating cash flow before working capital changes	(27.06)	52.42
Adjusted for:		
(Increase)/ decrease in trade receivables	185.53	(175.52)
(Increase)/ decrease in current financial assets	(26.90)	(1,881.33)
(Increase)/ decrease in other non-current assets	3,010.00	
(Increase)/ decrease in other financial assets	(13.50)	
(Increase)/ decrease in other current assets	(0.64)	(0.29)
Increase/ (decrease) in trade payables	8.11	(1.53)
Increase/ (decrease) in other current liabilities	(26.17)	-
Increase/ (decrease) in provisions	(9.20)	28.30
Cash generated from / (used in) operations	3,100.17	(1,977.95)
Less: Income taxes (paid)/refund (net)	-	(0.51)
Net cash generated from/ (used in) operating activities [A]	3,100.17	(1,978.46)
Cash flow from investing activities:		
Purchase of fixed assets / Capital Work in Progress	(11,942.76)	-
Interest Income on loans & advances given	48.98	23.76
(Payments) / Proceeds from loans & advances (net)	56.40	
Increase/decrease in bank deposits	150.00	184.18
(Payments) / Proceeds from sale of investments (net)	17.94	3.92
Proceeds from sale of immovable property	-	16.00
Dividend Received	0.05	0.13
Net cash flow from/(used) in investing activities [B]	(11,669.39)	227.99
Cash flow from financing activities:		
Proceeds from long term borrowing (net)	(2,200.91)	999.86
Proceeds from issue of equity shares	-	1,209.00
Proceeds from issue of Share Warrants	4,212.33	-
Proceeds from issue of Compulsory Convertible Debentures	8,027.50	-
Interest & finance costs	(0.01)	(60.13)
Net cash flow from/(used in) financing activities [C]	10,038.90	2,148.73
Net increase/(decrease) in cash & cash equivalents [A+B+C]	1,469.68	398.26
Cash & cash equivalents as at beginning of the year	431.12	32.86
Cash & cash equivalents as at end of the year	1,900.80	431.12

Date: 29-05-2025

Place : Mumbai

For ZR2 BIOENERGY LIMITED

Jimmy Olsson
Managing Director



Notes to the Audited Standalone Financial Results for the Quarter and year ended March 31, 2025.

1. The above Audited Standalone Financial Results for the quarter and year ended March 31, 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on May 28, 2025.
2. There has been a change of control wherein ZR2 Group Holdings Limited (the Acquirer) has acquired the 21,75,640 equity shares aggregating to 60.96% from the previous management on July 26, 2024 and consequent to the change of control, the Acquirer has become the new promoter of the Company.
3. The company, during the quarter ended September 30, 2024, had issued and allotted 2,59,22,000 convertible warrants to promoter, strategic investors and public at a price of Rs.65/- per warrant, including premium of Rs.64/- per warrant and face value of Re.1/- per warrant as per terms and conditions approved by the resolution passed in the Extra Ordinary General Meeting held on June 08, 2024. The company had also received In- principle approval from the BSE for this matter.
4. The company, during the quarter ended September 30, 2024, had issued and allotted 1,23,50,000 Compulsory Convertible Debentures to promoter at a price of Rs.65/- each, including premium of Rs.64/- each and face value of Re.65/- each as per terms and conditions approved by the resolution passed in the Extra Ordinary General Meeting held on June 08, 2024. The company had also received In- principle approval from the BSE for this matter.
5. ZR2 Solar Private Limited wholly owned subsidiary of the Company, was incorporated on October 4, 2024, to operate business of generating, accumulating, distributing and supplying renewable energy including solar, wind, hydropower and other energy for its own use or for sale to governments, state electricity boards, intermediaries in power transmission/distribution, companies, industrial units, or to other types of users / consumers of energy.
6. Stake in Subsidiary Company/ZR2 Solar Private Limited was incorporated as a wholly owned subsidiary of ZR2 Bioenergy Limited. The Board of Directors has resolved to dilute the Company's shareholding in ZR2 Solar Private Limited from 100% to 51% of its total paid-up share capital. This decision has been taken to comply with various regulatory requirements and to optimize operational costs associated with the installation of proposed solar plants, including reductions in electricity transmission costs, duties, and wheeling charges. The necessary Board resolutions approving the dilution have been duly passed, and only the requisite filings with the Registrar of Companies (ROC) are currently pending.
7. During the year-ended March 31, 2025, the management undertook a detailed review of certain expenses incurred in the earlier quarters that were directly attributable to the acquisition and construction of Property, Plant and Equipment. These expenses had been erroneously charged to the Statement of Profit and Loss in the interim financial results. In accordance with Ind AS 16 – 'Property, Plant and Equipment' and Ind AS 8 – 'Accounting Policies, Changes in Accounting Estimates and Errors', the Company has capitalized such expenses and restated the financial results for the respective quarters.

Statement of Profit & Loss				
	For the quarter ended December 31, 2024 (as previously reported)	Increase / (Decrease) due to correction of errors	For the quarter ended December 31, 2024 (restated)	
Employee Benefit Expense	18.77	(982)	8.95	
Other Expenses	36.94	(1791)	19.03	
Profit for the year	(54.08)	27.74	(26.35)	



24

Basic Basic and diluted earnings per share for the prior year have also been restated. The amount of the correction for both basic and diluted earnings per share was a decrease of Rs. 0.78 per share & Rs. 0.07 per share respectively.

8. Details of Statement of utilization of IPO proceeds till March 31, 2025 as per regulation 32(1) and 32(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, are as under:

(all amounts are in Rs Crores.)				
Object(s)	Amount as per final offer document	Amount utilised as at beginning of the reported quarter	Amount utilised during the reported quarter	Total unutilized amount as at the end of the reported quarter
Repayment of existing unsecured Loan	22.00	22.00	-	-
Acquiring a running biorefinery asset	180.00	79.35	-	100.65
Working capital and General corporate purpose	46.77	1.58	0.55	44.64
Total	248.77	102.93	0.55	145.29

9. The figures for the quarter ended March 31, 2025 and March 31, 2024 are the balancing figures between the audited figures with respect to full financial year and the published unaudited year to date figures upto the third quarter ended December 31, 2024 and December 31, 2023 respectively, which were subjected to limited review.

10. Figures for the previous period/year have been regrouped and reclassified, wherever required.



26

ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LTD)						
CIN: L74110G1939PLC002480						
Regd. Office: 307 Ashirwad Paras-1, S.G. Highway, Ahmedabad Corporate office: 1102 Lodha Supremus, Senapati Bapat Marg, Lower Pareil, Mumbai 400013						
E-mail: info@zr2group.com Phone: +91 7045989503 Website: www.gujchemdistillers.in						
STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED AS AT MARCH 31, 2025						
Particulars	Quarter Ended			Year Ended		
	March 31, 2025 (Refer Note 5)	December 31, 2024 (Refer Note 3)	March 31, 2024 Audited	March 31, 2025 Audited	March 31, 2024 Audited	
I Revenue from operations	-	-	-	149.45	-	-
II Other Income (Note 5)	44.81	3.21	-	64.27	-	-
III Total Income (I+II)	44.81	3.21	-	213.72	-	-
IV Expenses						
Cost of material consumed	-	-	-	-	-	-
Purchases of products for sale	-	-	-	125.60	-	-
Changes in inventories of finished goods, work-in-progress and products for sale	-	-	-	-	-	-
Employee benefits expenses	6.79	8.95	-	18.11	-	-
Finance costs	-	-	-	0.01	-	-
Depreciation and amortization expense	2.34	1.58	-	4.35	-	-
Other expenses	13.20	19.03	-	45.46	-	-
Total expenses	22.33	29.56	-	193.53	-	-
V Profit before exceptional and extraordinary items and tax (III-IV)	22.48	(26.35)	-	20.19	-	-
VI Exceptional items	-	-	-	-	-	-
VII Profit before extraordinary items and tax (V-VI)	22.48	(26.35)	-	20.19	-	-
VIII Extraordinary items	-	-	-	-	-	-
IX Profit before tax (VII-VIII)	22.48	(26.35)	-	20.19	-	-
X Tax expenses						
1) Current tax	-	-	-	-	-	-
2) MAT Credit Entitlement	-	-	-	-	-	-
3) Deferred tax	11.17	-	-	11.17	-	-
XI Profit/(loss) for the period (IX-X)	11.31	(26.35)	-	9.02	-	-
XII Other comprehensive income						
A)(i) Items that will not be reclassified to profit or loss	-	-	-	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
B)(i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
XIII Total comprehensive income	11.31	(26.35)	-	9.02	-	-
XIV Paid up equity share capital (face value ₹1 each)	35.69	35.69	-	35.69	-	-
XV Other equity				13,898.56		
XVI Earning per share						
1) Basic	0.32	(0.74)	-	0.25	-	-
2) Diluted	0.03	(0.06)	-	0.02	-	-

Date: 29-05-2025
Place : Mumbai

For ZR2 BIOENERGY LIMITED

Jimmy Olsson
Managing Director



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ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LTD)
AUDITED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
	Audited	Audited
I. ASSETS		
1 Non-current assets		
a Property, plant & equipment	49.87	-
b Capital work in progress	11,895.79	-
d Intangible assets	-	-
c Financial assets		
Others	13.50	-
f Deferred tax assets	-	-
Total non-current assets	11,959.17	-
2 Current assets		
a Inventories		
b Financial assets		
i Investments	-	-
ii Trade receivables	2.36	-
iii Cash and cash equivalents	1,909.35	-
iv Others	45.25	-
c Other current assets	33.93	-
Total current assets	1,990.89	-
Total Assets	13,950.06	-
II. EQUITY AND LIABILITIES		
1 Equity		
a Equity share capital	35.69	-
b Other equity	13,898.56	-
Total Equity	13,934.25	-
2 Liabilities		
Non-current liabilities		
a Deferred tax liabilities	0.09	-
b Other non-current liabilities	-	-
Total non-current liabilities	0.09	-
3 Current liabilities		
a Financial liabilities		
i Trade payables		
Dues of MSME	-	-
Dues other than MSME	8.61	-
b Other current liabilities	5.01	-
c Provisions	2.10	-
Total current liabilities	15.72	-
Total liabilities	15.81	-
Total Equity and Liabilities	13,950.06	-

Date: 29-05-2025
Place : Mumbai



For ZR2 BIOENERGY LIMITED

Jimmy Olsson
Managing Director

ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LTD)
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025
(Rs. In Lakhs)

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	March 31, 2025	March 31, 2024
	Audited	Audited
Cash flow from operating activities:		
Net profit before tax as per statement of profit and loss	20.19	-
Adjusted for:		
Depreciation & amortization	4.35	-
(Profit) / Loss on Sale or remeasurement at FVTPL of Investment	(1.79)	-
Interest Received	(48.98)	-
Dividend Received	(0.05)	-
Profit on sale / disposal of immovable property	-	-
Interest & finance costs	0.01	-
Operating cash flow before working capital changes	(26.26)	-
Adjusted for:		
(Increase)/ decrease in trade receivables	183.17	-
(Increase)/ decrease in current financial assets	(21.78)	-
(Increase)/ decrease in other non-current assets	3,010.00	-
(Increase)/ decrease in other financial assets	(13.50)	-
(Increase)/ decrease in other current assets	(0.64)	-
Increase/ (decrease) in trade payables	8.11	-
Increase/ (decrease) in other current liabilities	(25.06)	-
Increase/ (decrease) in provisions	(9.20)	-
Cash generated from / (used in) operations	3,104.84	-
Less: Income taxes (paid)/refund (net)	-	-
Net cash generated from/ (used in) operating activities [A]	3,104.84	-
Cash flow from investing activities:		
Purchase of fixed assets / Capital Work in Progress	(11,948.88)	-
Interest Income on loans & advances given	48.98	-
(Payments) / Proceeds from loans & advances (net)	56.40	-
Increase/decrease in bank deposits	150.00	-
(Payments) / Proceeds from sale of investments (net)	27.94	-
Proceeds from sale of immovable property	-	-
Dividend Received	0.05	-
Net cash flow from/(used) in investing activities [B]	(11,665.51)	-
Cash flow from financing activities:		
Proceeds from long term borrowing (net)	(2,200.91)	-
Proceeds from issue of equity shares	-	-
Proceeds from issue of Share Warrants	4,212.33	-
Proceeds from issue of Compulsory Convertible Debentures	8,027.50	-
Interest & finance costs	(0.01)	-
Net cash flow from/(used in) financing activities [C]	10,038.90	-
Net increase/(decrease) in cash & cash equivalents [A+B+C]	1,478.23	-
Cash & cash equivalents as at beginning of the year	431.12	-
Cash & cash equivalents as at end of the year	1,909.35	-

Date: 29-05-2025

Place : Mumbai



For ZR2 BIOENERGY LIMITED

 Jimmy Olsson
Managing Director

Notes to the Audited Consolidated Financial Results for the Quarter and year ended March 31, 2025.

1. The above Audited Consolidated Financial Results for the quarter and year ended March 31, 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on May 29, 2025
2. The Consolidated Financial Results of the Group includes the results of "ZR2 Solar Private Limited" which was incorporated on October 4, 2024 as wholly owned subsidiary company of Guichem Distillers India Limited. Accordingly comparative consolidated results for quarter and year ended March 31, 24 are not applicable and hence cannot be presented.

3. During the year-ended March 31, 2025, the management undertook a detailed review of certain expenses incurred in the earlier quarters that were directly attributable to the acquisition and construction of Property, Plant and Equipment. These expenses had been erroneously charged to the Statement of Profit and Loss in the interim financial results.

In accordance with Ind AS 16 – 'Property, Plant and Equipment' and Ind AS 8 – 'Accounting Policies, Changes in Accounting Estimates and Errors', the Company has capitalized such expenses and restated the financial results for the respective quarters.

The impact of the restatement is summarized below:

Statement of Profit & Loss		For the quarter ended December 31, 2024 (as previously reported)	Increase / (Decrease) due to correction of errors	For the quarter ended December 31, 2024 (restated)
Employee Benefit Expense		18.77	(9.82)	8.95
Other Expenses		36.94	(17.91)	19.03
Profit for the year		(54.08)	27.74	(26.35)

Basic and diluted earnings per share for the prior year have also been restated. The amount of the correction for both basic and diluted earnings per share was a decrease of Rs. 0.80 per share & Rs. 0.07 per share respectively.

4. Details of Statement of utilization of IPO proceeds till March 31, 2025 as per regulation 32(1) and 32(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, are as under:

Object(s)	Amount as per final offer document	Amount utilised as at beginning of the reported quarter	Amount utilised during the reported quarter	(all amounts are in Rs. Crores)	
				Total unutilized amount as at the end of the reported quarter	
Repayment of existing unsecured Loan	22.00	22.00	-	-	-
Acquiring a running bio refinery asset	180.00	79.35	-	-	100.65
Working capital and General corporate purpose	46.77	1.58	0.55	-	44.64
Total	248.77	102.93	0.55	145.29	

5. The figures for the quarter ended March 31, 2025 is the balancing figures between the audited figures with respect to full financial year and the published unaudited year to date figures upto the third quarter ended December 31, 2024, which were subjected to limited review.

6. Figures for the previous period/year have been regrouped and reclassified, wherever required.



27

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF QUARTERLY AND ANNUAL STANDALONE FINANCIAL RESULTS OF ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LIMITED) ("THE COMPANY") PURSUANT TO THE REQUIREMENTS OF REGULATIONS 33 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015, AS AMENDED

**TO THE BOARD OF DIRECTORS OF
ZR2 Bioenergy Limited (Formerly known as Gujchem Distillers India Limited)**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial results of ZR2 Bioenergy Limited (Formerly known as Gujchem Distillers India Limited) ("the Company"), for the quarter ended March 31, 2025 and for the year ended March 31, 2025 ("the Statement"), attached herewith along with notes thereto, being submitted by the Company pursuant to the requirements of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- (i) is presented in accordance with the requirements of Regulations 33 of the Listing Regulations; and
- (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the quarter and the year ended March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Statement under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial results.

Management's Responsibilities for the Statement

This Statement has been prepared on the basis of the audited standalone financial statements for the year ended March 31, 2025 of the Company. The Company's Board of Directors are responsible for the preparation of these standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system with reference to standalone financial statements in place and the operating effectiveness of such controls.



- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- d) Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulations 33 of the Listing Regulations.
- e) Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- f) Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- g) Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

- a) The Statement includes the results for the quarter ended March 31, 2025 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us, as required under the Listing Regulations.
- b) As described in Note 7 to the financial results, the Company has restated its unaudited financial results for the quarter ended December 31, 2024, due to capitalization of certain



expenses that were previously charged to the Statement of Profit and Loss. These restatements have been made in accordance with Ind AS 16 – Property, Plant and Equipment and Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The management has now restated those interim financial results to capitalize expenses erroneously charged to the Statement of Profit and Loss in those quarters, in accordance with Ind AS 16 – Property, Plant and Equipment and Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors. We have audited the adjustments made to restate those interim financial results as part of our audit of the annual financial statements for the year ended March 31, 2025.

- c) The comparative financial information for the quarter and year ended March 31, 2024 was audited by the predecessor auditor who expressed an unmodified opinion on those financial statements vide their report dated May 24, 2024.

Our opinion is not modified in respect of the above matters.

For Bagaria & Co., LLP
Chartered Accountants
(Firm Registration No.113447W/W-100019)



Mohak Goel
Partner
Membership No.159883
UDIN: 25159883BMITCA7495

Place: Mumbai
Date: May 29, 2025

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF QUARTERLY AND ANNUAL CONSOLIDATED FINANCIAL RESULTS ZR2 BIOENERGY LIMITED (FORMERLY KNOWN AS GUJCHEM DISTILLERS INDIA LIMITED) ("THE COMPANY") PURSUANT TO THE REQUIREMENTS OF REGULATIONS 33 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015, AS AMENDED

To
The Board of Directors of
ZR2 Bioenergy Limited (Formerly known as Gujchem Distillers India Limited)

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying Statement of Consolidated Financial Results of ZR2 Bioenergy Limited (Formerly known as Gujchem Distillers India Limited) (the 'Holding Company') and its wholly owned subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), for the quarter and year ended March 31, 2025 (the 'Statement') attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports on separate audited financial statements/ financial results of the, the statement

- i. includes the result of the following entities
 - a) ZR2 Bioenergy Limited – Holding Company
 - b) ZR2 Solar Private Limited – Wholly Owned Subsidiary
- ii. are presented in accordance with the requirements of the Listing regulations in this regard; and
- iii. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2025.



Basis for Opinion

We conducted our audit of the Statement in accordance with the Standard on Auditing (SA's), as specified under the section 143(10) of the Companies Act, 2013, as amended ('the Act'). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the audited consolidated financial statements for the year ended March 31, 2025. The Holding Company's Board of Directors are responsible for the preparation and presentation of the these consolidated financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective board of directors of the Company included in the Group and of its wholly owned subsidiary are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of Statement by the Directors of the Holding company, as aforesaid.

In preparing of the consolidated financial results, the respective Board of Directors of the Company included in the Group and of its Wholly owned Subsidiary are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company included in the Group and of its Wholly owned Subsidiary are responsible for overseeing the financial reporting process of the Group.



Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- d) Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.



- f) Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the Consolidated Financial Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of an identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We are not required to perform procedures (as there is no significant component which in aggregate represents atleast eighty percent of each of the consolidated revenue, assets and profits) in accordance with the circular issued by the Securities Exchange Board of India (SEBI) under Regulation 33(8) of the Listing Regulations, to the extent applicable.

Other Matters

- a) The Statement includes the results for the Quarter ended March 31, 2025 being the balancing figure between audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.
- b) As described in Note 3 to the financial results, the Company has restated its unaudited consolidated financial results for the quarters ended December 31, 2024, due to capitalization of certain expenses that were previously charged to the Statement of Profit and Loss. These restatements have been made in accordance with Ind AS 16 – Property, Plant and Equipment and Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.



The management has now restated those interim financial results to capitalize expenses erroneously charged to the Statement of Profit and Loss in those quarters, in accordance with Ind AS 16 – Property, Plant and Equipment and Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors. We have audited the adjustments made to restate those interim financial results as part of our audit of the annual financial statements for the year ended March 31, 2025.

- c) We draw your attention to Note 2 to the financial results that the subsidiary company has been incorporated on October 4, 2024 i.e. in the previous quarter ended December 31st, 2024 and hence comparative consolidated financial results for quarter and year ended March 31, 2024 are not applicable and cannot be presented.

Our conclusion on the Statement is not modified in respect of these matters.

For Bagaria & Co., LLP
Chartered Accountants
Firm Registration
No.113447W/W-100019

Mohak Goel



Mohak Goel
Partner

Membership No: 159883
UDIN: 25159883BMITBZ3279

Place: Mumbai
Date: May 29, 2025

May 30, 2025

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 506640

Subject: Declaration on the Independent Auditors' Report with unmodified opinion pursuant to Regulation 33 (3)(d) of the SEBI (LODR) Regulations, 2015

DECLARATION

I, Mahendra Agarwal, Chief Financial Officer of the Company, hereby declare that the Statutory Auditors of the Company have issued an Independent Audit Report with unmodified / unqualified opinion on Annual Audited Standalone and consolidated Financial Results of the Company for the year ended March 31, 2025.

Thanking You,

Yours faithfully,

For **ZR2 BIOENERGY LIMITED**
(Formerly known as Gujchem Distillers India Limited)

Mahendra Agarwal
Chief Financial Officer

May 30, 2025

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 532275

Sub: Details of Outstanding Qualified Borrowings and Incremental Qualified Borrowings for the financial year ended on March 31, 2025

This has reference to the SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPODI/P/CIR/2023/172 dated October 19, 2023, please find below the details of Outstanding Qualified Borrowings and Incremental Qualified Borrowings for the financial year ended on March 31, 2025:

Sr. No.	Particulars	Details
1.	Outstanding Qualified Borrowings at the start of the financial year (Rs. In Crores)	-
2.	Outstanding Qualified Borrowings at the end of the financial year (Rs. In Crores)	-
3.	Highest credit rating of the Company	-
4.	Incremental borrowing done during the year (qualified borrowing) (Rs. In Crores)	-
5.	Borrowings by way of issuance of debt securities during the year (Rs. In Crores)	-

You are kindly requested to take the same on record.

Thanking You,

Yours faithfully,

For **ZR2 BIOENERGY LIMITED**
(Formerly known as Gujchem Distillers India Limited)

Mahendra Agarwal
Chief Financial Officer

Monitoring Agency Report
for
ZR2 BIOENERGY LIMITED
(formerly known as Gujchem Distillers India Limited)
for the quarter ended
March 31, 2025

CRL/MAR/GDS6823/2024-25/1367

May 16, 2025

To

ZR2 BIOENERGY LIMITED (Formerly known as Gujchem Distillers India Limited)

307, Third Floor, Ashirwad Paras-1, Kanti Bharwad PMT,

Opposite Andaz Party Plot, Makarba,

Ahmedabad, Gujarat, 380051

Dear Sir,

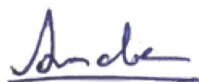
Sub: Monitoring Agency Report for the quarter ended March 31, 2025 – in relation to the Preferential Issue of ZR2 BIOENERGY LIMITED (Formerly known as Gujchem Distillers India Limited) (“the Company”)

Pursuant to Regulation 162A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and Monitoring Agency Agreement dated October 25, 2024, entered with the Company, we enclose the Monitoring Agency Report, issued by Crisil Ratings Limited, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of Preferential Issue for the quarter ended March 31, 2025.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of Crisil Ratings Limited



Sushant Sarode

Director, Ratings (LCG)

Report of the Monitoring Agency (MA)

Name of the issuer: ZR2 BIOENERGY LIMITED (formerly known as Gujchem Distillers India Limited)

For quarter ended: March 31, 2025

Name of the Monitoring Agency: Crisil Ratings Limited

(a) Deviation from the objects: Not applicable. Refer qualification/observations mentioned below.

(b) Range of Deviation: Not applicable

Qualification: The Monitoring Agency has observed that during the quarter ended December 31, 2024, the Company had extended deposit to Sukhmehar Finance Private Limited, which is a Non deposit taking Non-Banking Finance Company ('NBFC') as per list of registered NBFCs dated June 30, 2024, issued by Reserve Bank of India. The Company has deployed unutilized issue proceeds amounting to Rs 18.50 crore, by entering into a short-term deposit arrangement with the afore mentioned non-deposit taking NBFC. Also, the notice to shareholder dated 16th May 2024 filed by the Company did not disclose the mode for the deployment of unutilised proceeds as required by BSE Notice No: 20221213-47 dated 13th December 2022. Nevertheless, this is in variation from the industry practice of deploying unutilized proceeds in low-risk liquid instruments like fixed deposits of scheduled commercial banks or low risk mutual funds etc. During the quarter ended March 31, 2025, the company is still into a short-term deposit arrangement of Rs 18.50 crore with Sukhmehar Finance Private Limited. we bring this variation to the attention of the stakeholders, as it may have an implication on availability of proceeds in future for utilisation towards objects of the issue. Refer details shown under the head "deployment of unutilized issue proceeds" on page no. 10 of the MA report.

Crisil hereby disclaims any responsibility and liability arising from breach of regulatory timelines, including delayed submission of the Monitoring Agency (MA) Report to relevant regulatory authorities. In the absence of any confirmation by the company on the draft MA Report dated May 10, 2025, Crisil is issuing the final MA report.

In furtherance to the following observations as stated in the previous Monitoring Agency Report dated March 17, 2025, we note that there has been no update in the status of the said observations.

1. MA has observed that Padmashri Dr. Vitthalrao Vikhe Patil Sahakari Sakhar Karkhana Ltd. (PVSKL), the owner of the biorefinery asset to be acquired by the Company on cash basis using the proceeds of the preferential issue (Object 2) is also a warrant holder who has subscribed to the issue of warrants issued through preferential issue. Specifically, PVSKL holds 92,05,000 convertible warrants, representing 35.51% of the total convertible warrants allotted as per the outcome of the Board meeting dated 13th August 2024. Furthermore, as per Notice to the shareholders dated May 16, 2024, Company had mentioned that preferential issue proceeds amounting to Rs 180.00 crore is to be utilized for the acquisition of the biorefinery asset and expansion of biorefinery in Maharashtra, as part of the object of the preferential issue.
2. Object 1: As per management undertaking and statutory auditor certificate, at the time of acquisition by the new management, Gujchem Distillers India Limited had a carried-forward existing unsecured loan of Rs 4.08 crore from Aryaman Enterprise Pvt. Ltd. and Rs. 17.92 crore from Goldleaf Enterprise Pvt. Ltd. totalling Rs 22 crore with no formal documents being executed between the parties. Further, bank statements reflecting the inflow of these loans have also not been shared with MA.
3. Object 2: Another unsecured loan of Rs 10.85 crore was taken by the Company from Goldleaf Enterprise Pvt Ltd in June, July, and August 2024 to facilitate the acquisition of the biorefinery, as the proceeds from the preferential issue were not yet available. No agreement has been executed, the same has been confirmed by the management and the statutory auditor of the company.

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:**Name and designation of the Authorized Signatory:** Sushant Sarode**Designation of Authorized person/Signing Authority:** Director, Ratings (LCG)

1) Issuer Details:

Name of the issuer: ZR2 BIOENERGY LIMITED

Names of the promoter: ZR2 Group Holdings Limited

Industry/sector to which it belongs: Commodity Chemicals

2) Issue Details

Issue Period: 13 August 2024

Type of issue: Preferential Issue

Type of specified securities: Compulsory Convertible Debentures (hereon referred as "CCDs") & Convertible warrants

Issue Grading, if any: NA

Issue size: Total issue proceeds* amounting to Rs. 248.77 crore (Refer Note 1, page no. 7)

**Crisil Ratings shall be monitoring the issue proceeds amount raised.*

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the offer document?	Yes	Bank Statement, Notice to <i>shareholders</i> , Management Undertaking, Statutory Auditor's Certificate^	No Comments	
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the offer document?	NA	Management Undertaking, Statutory Auditor's Certificate^	No Comments	
Whether the means of Finance for the disclosed objects of the issue has changed?	No		No Comments	
Is there any major deviation observed over the earlier monitoring agency reports?	No		No Comments	
Whether all Government/statutory approvals related to the object(s) have been obtained?	No		Memorandum of understanding has been executed for	

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
		Management Undertaking, Statutory Auditor’s Certificate^	acquisition of Biorefinery between Gujchem Distillers India Limited and PDVVPSSKL*. The transaction is currently under finalization stage including statutory clearances as may be applicable. Part-payment made towards the acquisition during the reported quarter was not subject to statutory approval. However, asset acquisition will be completed post statutory approvals are received as applicable in subsequent quarters	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Yes	Management Undertaking, Statutory Auditor’s Certificate^	Current skilled labor workforce at the acquired plant will also be integrated to ensure a seamless transition of operations	
Are there any favourable events improving the viability of these object(s)?	No		No Comments	
Are there any unfavourable events affecting the viability of these object(s)?	No		No Comments	
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	
# Where material deviation may be defined to mean: - (a) Deviation in the objects or purposes for which the funds have been raised. (b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.				

NA represents Not Applicable

*Padmashri Dr. Vithalrao Vikhe Patil Sahakari Sakhar Karkhana Ltd

^Certificate dated May 9, 2025, issued by M/s Bagaria & Co. LLP, Chartered Accountants (Firm Registration Number: 113447W/W-100019), Statutory Auditors of the Company

4) Details of object(s) to be monitored:

i. Cost of the object(s):

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) RS. In crore)	Revised Cost	Comment of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Repayment of existing Un-Secured Loan	Management undertaking, Statutory Auditor's Certificate, Notice to <i>shareholders</i> & Bank Statements	22.00	NA	No revision			
2	Acquiring a running biorefinery asset that is currently producing ethanol and biogas located in Maharashtra State and Expansion of the biorefinery to produce additional ethanol, biogas with addition of solar and Hydrogen		180.00	NA	No revision			
3	Working Capital & General Corporate Purposes		46.77	NA	No revision			

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) RS. In crore)	Revised Cost	Comment of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
	Total	-	248.77	-	-			-

ii. Progress in the object(s):

Sr. No.	Item Head	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed or revised in the Offer Document (Rs. in crore) (Refer Note 1)	Amount utilized (Rs. in crore)			Total unutilized amount (Rs. in crores) (Refer Note 1)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter (Rs. in crores)	During the quarter (Rs. in crores)	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Repayment of existing Un-Secured Loan	Management undertaking, Statutory Auditor's Certificate^, Notice to shareholders, Bank Statements	22.00	22.00	-	22.00	0.00	Fully utilised in Dec-24 quarter		

Sr. No.	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed or revised in the Offer Document (Rs. in crore) (Refer Note 1)	Amount utilized (Rs. in crore)			Total unutilized amount (Rs. in crores) (Refer Note 1)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter (Rs. in crores)	During the quarter (Rs. in crores)	At the end of the quarter			Reasons for idle funds	Proposed course of action
2	Acquiring a running biorefinery asset that is currently producing ethanol and biogas located in Maharashtra State and Expansion of the biorefinery to produce additional ethanol, biogas with addition of solar and Hydrogen	Management undertaking, Statutory Auditor's Certificate^, Notice to shareholders, Bank Statements	180.00	79.35	-	79.35	100.65	Nil Utilisation during the quarter		
3	Working Capital and General Corporate Purposes		46.77	1.58	0.55	2.13	44.64	No Comment		
		Total	248.77	102.93	0.55	103.48	145.29	-	-	

^Certificate dated May 9, 2025, issued by M/s Bagaria & Co. LLP, Chartered Accountants (Firm Registration Number: 113447W/W-100019), Statutory Auditors of the Company

Note 1: Out of total issue proceeds, the Company has received Rs 122.40 crore only, out of which Rs 80.27 crore received from the issue of Compulsorily Convertible Debentures and Rs. 42.12 crore received against upfront payment towards allotment of warrants during the previous quarter. The remaining amount of Rs. 126.37 crore will be received pursuant to exercise of warrant conversion option within 18 months from the date of allotment (Can include date of allotment here) of the share warrants.

Further, during the reported quarter, the Company has not received any proceeds from the warrant holders for conversion of warrants into equity shares.

iii. Deployment of unutilised proceeds^:

Sr. No:	Type of instrument and name of the entity invested in	Amount invested (Rs in crore)	Maturity date	Earnings (Rs in crore)	Return on investment (%)	Market Value as at end of quarter (Rs in crore)
1.	Short term Deposit with Sukhmehar Finance Pvt Ltd	18.50*	30/06/25	0.45	9.00	18.95
2.	Term Deposit with Kotak Bank	0.14	11/05/25	-	7.00	0.14
3.	Balance in Kotak Bank Current Account of the Company	0.10	-	-	-	0.10
4.	Balance in SBI Bank Current Account of the Company	0.17				0.17
	Total	18.92	-	-	-	19.36

**During the quarter ended December 31, 2024, unutilised proceeds of Rs 18.50 crore were given to Sukhmehar Finance Pvt Ltd, pursuant through short-term deposit arrangement dated December 19, 2024. This deployment was approved by the Board of Directors of the company vide resolution dated December 18, 2024. However, this action is in variation from the intended use of unutilized proceeds, which were supposed to be invested in low-risk liquid instruments such as fixed deposits of scheduled commercial banks or low-risk mutual funds. As submitted by the management of the Company and the statutory auditors of the Company, these funds will be available for utilisation towards the objects of the issue as and when required by the Company. Nevertheless, we bring this variation to the attention of the stakeholders, as it may have implications on the availability of these funds in future.*

The company had initially planned to recall the short-term deposit on April 30, 2025. However, as there has been no immediate requirement for the funds, the management has decided to defer the recall and revised the maturity of the deposit by June 30, 2025.

^Based on management undertaking and certificate dated May 9, 2025, issued by M/s Bagaria & Co. LLP, Chartered Accountants (Firm Registration Number: 113447W/W-100019), Statutory Auditors of the Company

iv. Delay in implementation of the object(s)

Based on management undertaking and certificate dated May 9, 2025, issued by M/s Bagaria & Co. LLP, Chartered Accountants (Firm Registration Number: 113447W/W-100019), Statutory Auditors of the Company

Object(s)	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Offer Document	Actual (Rs in Crore)		Reason of delay	Proposed course of action
Not applicable					

5. Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Based on management undertaking and certificate dated May 9, 2025, issued by M/s Bagaria & Co. LLP, Chartered Accountants (Firm Registration Number: 113447W/W-100019), Statutory Auditors of the Company:

Sr. No.	Item head	Amount utilised from issue proceeds during the quarter (Rs. in Crore)	Remarks
1	Administrative & General Corporate purpose (GCP) expense	0.55	As per statutory auditor certificate and management undertaking: Proceeds were utilised towards salary, office refreshments, office supply, Bank charges, Travelling expenses, Employee statutory expenses, rent, consultation fees, professional fees, advocate fees, TDS payments.

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