

**September 03, 2025**

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

Dear Sir / Madam,

**Scrip Code : 506640**

**Sub : Outcome of Board Meeting of the ZR2 Bioenergy Limited held on held today i.e. September 03, 2025.**

**Re : Disclosure under Regulation 30 & 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)**

In furtherance to the intimation dated August 27, 2025 and pursuant to Regulation 30 read with Schedule III and other applicable provisions of the SEBI LODR Regulations, please be informed that, basis the recommendation of Nomination and Remuneration Committee and/ or Audit Committee, as the case may be, the Board of the Company, at its meeting held today i.e. September 03, 2025, (which commenced at 03:00 P.M. and concluded at 6:00 P.M.), has, inter-alia, discussed, considered & approved/recommended the following:

**1. Recommendation of Final Dividend & Intimation of Record Date:**

The Board has recommended payment of Final Dividend of Rs. 0.10 per Equity Share of Rs. 1 each (i.e. 10%) for the financial year ended March 31, 2025, subject to the approval of shareholders at the ensuing 86<sup>th</sup> Annual General Meeting (AGM). The dividend, if approved by the shareholders, will be paid within thirty days from the conclusion of AGM subject to deduction of tax at source.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will be closed as hereunder for the purpose of payment of dividend for the financial year ended March 31, 2025, subject to deduction of tax at source, if approved by the Members at the AGM:

- a) To all Beneficial Owners in respect of shares held in electronic form as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on September 09, 2025;

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**ZR2 Bioenergy Limited**

**(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 | Email: info@zr2group.com | Website: gujchemdistillers.in | CIN No: L32909GJ1939PLC002480

- b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company or MUFG Intime India Private Limited, Registrar and Transfer Agent of the Company, as of the close of business hours on September 09, 2025.

## **2. Appointment of Secretarial Auditor:**

The Board has approved appointment of M/s Ritika Agarwal & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for the period of five consecutive years, subject to the approval of the Shareholders at the AGM of the Company. The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **Annexure I**.

## **3. Appointment of a Director in place of the one who is retiring by rotation:**

The Board has recommended appointment of a director in place of Mr. Nilesh Jayant Jain (DIN: 07588945), who retires by rotation and being eligible offers himself for re-appointment, subject to the approval of the Shareholders at the AGM of the Company.

## **4. Shifting of the Registered office of the Company and amendment of the Memorandum:**

Board has approved shifting of the Registered office of the Company from the state of Gujarat to the state of Maharashtra and consequential amendment of the Memorandum of Association ('MOA') subject to the approval of the Shareholders.

## **5. Amendment of the MOA due to reclassification of Authorized Capital:**

The Board, at aforesaid meeting, considered and approved the reclassification of the existing authorized share capital of the Company by amending the Capital Clause i.e. Clause V of the MOA of the Company, in below manner, in order to make the best use of the available authorized share capital for the issuance of Securities of the Company in the future:

### ***Existing clause V of the MOA:***

*The Authorised Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores Only) divided into 9,60,00,000 (Nine Crore Sixty Lacs) Equity Shares of Rs.1/- (Rupee One Only) each, 15,000 (Fifteen Thousand) 11% Cumulative Redeemable Preference Shares, free of Company's tax of Rs.100 (Rupees Hundred Only) each (First Issue) and 20,000 (Twenty Thousand) 11% Cumulative Redeemable Preference Shares, free of Company's tax of Rs.100 (Rupees Hundred Only) each (Second Issue) and 50,000 (Fifty Thousand) unclassified shares of Rs.10 (Rupees Ten Only) each.*

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***Proposed revised Clause V of MOA:***

*The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores Only) Equity Shares of Rs.1/- (Rupee One Only) each.*

**6. Approval of Employee Stock Option Plan (ESOP):**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015, the Board of Directors has approved the formulation of ‘**ZR2 Bioenergy-Employees Stock Option Plan 2025**’ (**‘ZR2 Bioenergy ESOP 2025’ or ‘the Plan’**) in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. **ZR2 Bioenergy ESOP 2025** is subject to approval of the Shareholders of the Company at the ensuing 86<sup>th</sup> Annual General Meeting and subsequently by the Stock Exchanges.

The above information is also being made available on the website of the Company at <https://gujchemdistillers.in/>

We request you to kindly take these submissions on your record and disseminate the same.

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

**Shital Gurav**  
**Company Secretary and Compliance Officer**  
**Membership No.: A73942**

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## Annexure I

*The information as required to be disclosed under Regulation 30 of the SEBI LODR Regulations read with SEBI Circulars dated November 11, 2024 and December 31, 2024*

### Appointment of Secretarial Auditor of the Company

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	The Board of Directors have approved the appointment of M/s Ritika Agarwal & Associates, Practicing Company Secretaries (Peer Review No: 3975/2023) as the Secretarial Auditor of the Company.
2.	Date of appointment/re-appointment /cessation (as applicable) & term of appointment /re-appointment	The Board, at its Meeting held on September 03, 2025, approved the appointment of M/s Ritika Agarwal & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to approval of the Shareholders at the ensuing AGM.
3.	Brief profile (in case of appointment)	<p>M/s. Ritika Agarwal &amp; Associates is a well-known firm of Practicing Company Secretaries, in Mumbai.</p> <p>Expertise in delivering comprehensive professional services across regulatory compliances, including Corporate Law, SEBI and FEMA Regulations, and allied areas providing strategic solutions that ensure seamless regulatory adherence and enhance operational efficiency.</p>
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	N.A.

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