



GUJCHEM DISTILLERS INDIA LIMITED

January 30, 2025

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

Scrip Code : **506640**

Sub : **Intimation of notice of Postal Ballot**

Dear Sir / Madam,

Please find enclosed Postal Ballot Notice dated January 28, 2025.

The e-voting period begins on Saturday, February 01, 2025 at 10.00 a.m. and ends on Sunday, March 02, 2025 at 5.00 p.m. During this period, shareholders of the Company, holding shares as on the cut-off date i.e. Friday, January 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

This postal ballot Notice is also available on Company's website at:
<https://gujchemdistillers.in/wp-content/uploads/2025/01/Postal-Ballot-notice-alongwith-CA-Certificate.pdf>

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

Thanking You,

Yours faithfully,

For **GUJCHEM DISTILLERS INDIA LIMITED**

Mahendra Surajbhan Agarwal
Chief Financial Officer



POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below).

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 2/2022 dated May 5, 2022, 3/2022 dated May 5, 2022 and December 28, 2022 (the “**MCA Circulars**”) SEBI Circular No. EBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Gujchem Distillers India Limited (the “**Company**”) through Postal Ballot (“**Postal Ballot**”) only by way of remote e-voting process. An Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof form part of this Postal Ballot notice (the “**Postal Ballot Notice**”).

In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

The Board of Directors of the Company, at its meeting held on January 28, 2024, has appointed M/s. MNB & Co. LLP., Practicing Company Secretaries (Membership No. F8242 and Certificate of Practice No. 9307), as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.



The Scrutinizer will submit his report to the Chairperson of the Company after completion of scrutiny of the e-voting. The results shall be declared on March 3, 2025 and communicated to BSE Limited (“BSE”), Central Depository Services Limited (“CDSL”) at www.evotingindia.com and will also be displayed on the Company's website at www.gujchemdistillers.in.

SPECIAL BUSINESS:

Item No. [1]

APPLICATION FOR CHANGE IN NAME OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“RESOLVED THAT pursuant to the provision of Section 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for time being in force, any other applicable law(s), regulation(s), policy(ies), guideline(s), the provision of Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) and subject to the approval of the Registrar of Companies, (the “ROC”) and other regulatory authorities, as may be applicable, consent of the members of the company be and is hereby accorded to change the name of the Company from **“GUJCHEM DISTILLERS INDIA LIMITED” to “ZR2 BIOENERGY LIMITED”**

RESOLVED FURTHER THAT the name **GUJCHEM DISTILLERS INDIA LIMITED** wherever it occurs in the Memorandum and Articles of Association of the Company is substituted by the new name **ZR2 BIOENERGY LIMITED**.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) or Chief Financial Officer (“CFO”) or Company Secretary (“CS”), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”



Item No. [2]

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION BY DELETING EXCESS EXISTING CLAUSE IN THE OBJECT CLAUSE:

To consider, and if thought fit, to pass the following resolution as a **special resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the deletion of the excess clauses in the Object Clause of the Memorandum of Association (the 'MOA') of the Company, by removing the following clauses from the MOA and renumbering of the remaining object clause:

Object of MOA Clause 3 (a)	Action taken by Company
1. To carry on the business of providing Analytics, decision solutions, business solutions, setting up of development centers, business process outsourcing, software - designing, development, customization, implementation, maintenance, testing & benchmarking, offer professional services in India and abroad including placement of consultants, and to import, export, sell, purchase, distribute, host or otherwise deal in various own and third party computer software, products, platforms, packages.	Delete
2. To carry on in India or abroad either alone or jointly with one or more person(s), government, local or other bodies to provide technology solutions and platforms catering to businesses, thus enabling them with rapid on boarding and servicing of customers, improved service efficiency and ease of use, and innovative service delivery mechanisms.	Delete
3. To Offer consultancy services in technical and business management.	Delete
5. To carry on the business of manufacturing and dealing in dyes, dye intermediates, pigments, chemicals, chemicals compounds (organic and inorganic) in all forms and Chemical products of any nature and kind whatsoever and all by products and joint products thereof and to manufacture, set up in-house research and developments centre, Research and Development efforts for reducing pollution particularly Bio Oxygen Demand (BOD), Chemical Oxygen Demand (COD) and also to design special machines, process to evaporate non-biodegradable CODs and to remove colouring matter and to design special machines, process to evaporate high Total Dissolved Solids (TDS)effluent with no air pollution, buy, sell, import, export and deal in chemical, chemical compounds, chemical products carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers and dealers in dyes, dyes intermediates, pigments, heavy chemicals, acid alkalies, petro	Delete



chemicals, chemical compounds and chemicals of all kind (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, colour dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemicals and pharmaceuticals, medicinal, sizing, bleaching, photographic and other preparation and articles, acids, alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin, tannin extracts, essences, solvents, plastic of all types, dyes, dye stuff, intermediate, paints, varnishes, disinfectants, insecticides, fungicides, deodorants, bio-chemicals, and sizing, bleaching and photographic materials.	
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As a result of the deletion of certain clauses from the MOA, the remaining clauses of the Object Clause be renumbered starting from serial number 1 and ending at 107

Renumbered Object of MOA Clause 3 (a)	Action taken by Company
1. To conduct whether in India or elsewhere the business of retailing and marketing of fuel, dispensers, outdoor payment terminals, point of sale systems, end-to-end fuel station automation and fuel management projects, offering auto LPG, CNG, multi-fuel, alternative fuels, support services and flexible solutions to the downstream fuel retailing industry and to carry on such associated and related services including supplying, importing and exporting in this relation.	Renumbered from serial no. 4 to serial no. 1
2. To actively participate in the bioenergy and waste-to-energy economy and produce biofuels, hydrogen and electricity, carbon credits and other derivative products from agri waste, biomass, sugar cane, grain, corn, maize, waste and RDF.	Renumbered from serial no. 6 to serial no. 2
3. To produce, buy, sell, Trade and deal in ethanol, biogas, CBG, hydrogen, electricity, carbon credits and other derivative products such as ENA, spirits, fertiliser, PDM, DDGS, DWGS, corn and fusel oil, high quality protein, human grade protein for selling to oil and marketing companies to enable them to blend in petrol and others.	Renumbered from serial no. 7 to serial no. 3
4. Carry on the business of producers, refiners, processors, manufacturing, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of sugar, sugarcanes & high starch agro products, agro based products, ethanol, alcohol, electricity, carbon, hydrocarbons, liquid or gaseous petroleum products, minerals and the products or the bye-products thereof or its feed stocks or which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of alcohol products including rectified spirit and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this	Renumbered from serial no. 8 to serial no. 4



<p>purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of sugarcane and agro based products, including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and alcohol & power of all kinds and to provide consultancy in all respects of all or any of the aforesaid.</p>	
<p>4. To purchase or otherwise acquire any and all types of starch content agro based product and to manufacture, process, refine, treat, reduce, distill, blend, fractionate, convert, smelt, produce, purify, pump, store, hold, compress, bottle, pack, use, experiment with, buy, exchange, trade, transport, import, export, sell, market, supply, distribute or otherwise dispose of or deal in sugarcane, molasses, sugarcane juice, agriculture based products, spirit, energy related and power related products of any nature and kind whatsoever including those referred to in Main Objects Clause 1 herein above and including: a) All Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and kind whatsoever including bye product, derivatives, and mixture thereof. b) Special types of ethanol and products, including specifically, gases, effluent gases, power, steam and bio fertilizers.</p>	<p>Renumbered from serial no. 9 to serial no. 5</p>
<p>5. To carry on the business of producers, refiners, processors, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of crude oils, petroleum and petroleum products including crude oil, oil, lubricating oils, lubes, base oil stocks, additives, gas and other volatile substances, aromatics, asphalt, bitumen, bituminous substances, carbon, carbon black, petroleum coke, hydrocarbon and mineral substances and the products or the by-products feed stocks for petrochemicals which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of petrochemical products in all its branches including Ethylene, Propylene, Butadiene and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of crude oils, petroleum and petroleum products including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and petrochemicals of all kinds and to provide consultancy in respect of all or any of the aforesaid.</p>	<p>Renumbered from serial no. 10 to serial no. 6</p>



RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) or Chief Financial Officer ("CFO") or Company Secretary ("CS"), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

By order of the Board of Directors
For **GUJCHEM DISTILLERS INDIA LIMITED**

Sd/-
Mahendra Surajbhan Agarwal
Chief Financial Officer

Date: January 28, 2025
Place: Mumbai

Registered Office:
Survey No. 146, Plot No. 314, 307, 3rd Floor,
Ashirwad Paras-1, S. G. Highway, Makarba,
Ahmedabad, Gujarat- 380051

Corporate Office:
1102 Lodha Supremus Floor 11, Senapati
Bapat Marg Lower Parel, Delisle Road,
Mumbai, Maharashtra- 400013

Website: www.gujchemdistillers.in



NOTES:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. All the material relevant documents referred to in this Notice will be available for inspection by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. March 2, 2025. Members who wish to inspect the documents are requested to send an email to gujchemdistillers@gmail.com, in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
3. The Board of Directors have appointed M/s. MNB and Co. LLP, Practising Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner. The result of postal ballot shall be declared on or before March 3, 2025.
4. In accordance with the MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, January 24, 2025 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the company i.e., MUFG Intime India Private Limited, in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date for determining the eligibility for voting by electronic means is January 24, 2025. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Company's website: www.gujchemdistillers.in and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the company is pleased to offer remote e-voting facility to Members to cast their vote electronically.
7. Resolutions passed through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
8. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. [1]

The Company is in the business to produce, buy, sell, Trade and deal in ethanol, biogas, CBG, hydrogen, electricity, carbon credits and other derivative products such as ENA, spirits, fertiliser, PDM, DDGS, DWGS, corn and fusel oil, high quality protein, human grade protein for selling to oil and marketing companies to enable them to blend in petrol and others.

To reflect the business and new promoter it is necessary to change the name of the Company from 'GUJCHEM DISTILLERS INDIA LIMITED' to 'ZR2 BIOENERGY LIMITED'.

The company proposes to have a new identity and in turn proposes to change its name. Change of name clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 and 14 of the Companies Act, 2013. The above amendment would be subject to the approval of Registrar of Companies and other statutory or Regulatory Authority as may be prescribed.

The change of name has not affected any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. As per the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changed the name of the Company & consequent deletion in main object in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Further company has obtained certificate from a practicing chartered accountant stating compliance under regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, being annexed to the explanatory statement.

A copy of the Memorandum and Articles of Association of the Company together with the proposed deletion in main object is available for inspection by the members of the Company at its Registered Office.

The Board of Directors recommends the approval of this special resolution.

Memorandum of Interest

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.



Item No. [2]

The Company currently has multiple main objects in its Memorandum of Association. In order to streamline its focus on specific business segments, the Company intends to delete certain objects that are no longer relevant to its current operations. This will enable the Company to operate more efficiently and economically by focusing on its core activities.

Accordingly, it is proposed to delete the object clause which are not being perused and irrelevant from the existing main object clause of the Memorandum of Association and the balance clauses being renumbered

The proposed deletion requires the approval of the shareholders through a Special Resolution in accordance with the provisions of Sections 13 and 14 of the Companies Act, 2013. The amendment will also be subject to approval from the Registrar of Companies and any other statutory or regulatory authorities, as applicable.

The Board of Directors at its Meeting held on January 28, 2025, has approved the deletion of Objects Clause of MOA, subject to approval of the members of the Company by way of Special Resolution. The proposal for deletion in Object Clause of the Company requires approval of members through postal ballot.

A copy of the Memorandum of Association of the Company together with the proposed deletion is available for inspection by the Members of the Company at the Registered Office between 11:00 A.M. to 5:00 P.M. on any working day of the Company.

Your Board recommends this resolution for approval of the Members as a Special Resolution.

Memorandum of Interest

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set forth in Item No.2 of this Notice except to the extent of their shareholdings in the Company, if any.

By order of the Board of Directors

For **GUJCHEM DISTILLERS INDIA LIMITED**

Sd/-

Mahendra Surajbhan Agarwal
Chief Financial Officer

Date: January 28, 2025



Place: Mumbai

Registered Office:

Survey No. 146, Plot No. 314, 307, 3rd Floor,
Ashirwad Paras-1, S. G. Highway, Makarba,
Ahmedabad, Gujarat- 380051

Corporate Office:

1102 Lodha Supremus Floor 11, Senapati
Bapat Marg Lower Parel, Delisle Road,
Mumbai, Maharashtra- 400013

Website: www.gujchemdistillers.in



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on, February 1, 2025 at 10.00 a.m. and ends on March 2, 2025 at 5.00 p.m. during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained



with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Gujchem Distillers India Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gujchemdistillers@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gujchemdistillers@gmail.com or ahmedabad@linkintime.co.in
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

ANNEXURE A

We, **Bagaria & Co. LLP, Chartered Accountants**, statutory auditors have been requested by **M/s Gujchem Distillers India Limited (“the company”)**, having corporate office at **1102 Lodha Supremus Floor 11, Senapati Bapat Marg Lower Parel, Delisle Road, Mumbai, Maharashtra- 400013** to certify that the Company has complied with the conditions pursuant to sub - regulation 1 of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 in connection with the proposed change in name of the company from “Gujchem Distillers India Limited” to “ZR2 Bioenergy Limited”

Management’s Responsibility

The Management of the Company is responsible for preparation and maintenance of all accounting and other relevant supporting records and documents, Memorandum of Association, and Board resolutions supporting the contents of the Certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Our Responsibility

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and related Services Engagements.

Opinion

Based on the Memorandum of Association, Board resolution supporting the change in name of the company, records and documents maintained by the company and the information and explanations given to us, we hereby certify that the company has complied with the conditions pursuant to sub - regulation 1 of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015.

Restrictions on Use:

This certificate is issued at the request of the Board of Directors of the company to whom it is addressed, solely for onward submission to SEBI and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Mohak
Dhiraj
Goel**

Digitally signed by Mohak Dhiraj Goel
DN: c=IN, o=MohakDhirajGoel,
2.5.4.20=ab2855a412a1f8dab02848479a9
34029807a28578025834718244e4e4
postalCode=401105, streetName=Jeev
mandir, @BharatSanstha, Thane, Thane,
serialNumber=64188c98f00204980998c
8827a,
serialNumber=017e4da623873cda7ba3577d
c1110a887132326ab6a65f4c6e4e4e4
12, o=Personal, ou=Mohak Dhiraj Goel
Date: 2023.01.28 14:14:23 +05'30'