

To,
 BSE Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai – 400 001
 BSE Scrip Code: 500780

National Stock Exchange of India Ltd.,
 'Exchange Plaza'. C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai- 400 051
 NSE Symbol: ZUARIGLOB

It is hereby certified that the draft Scheme of Amalgamation between Zuari Global Limited ('ZGL') and Gobind Sugar Mills Limited ('GSML') and their respective shareholders and creditors ('the Scheme') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2017/26 dated 23rd March 2017 and CFD/DIL3/CIR/2018/2 dated 3rd January 2018 (hereinafter collectively referred to as 'SEBI Circulars'), including the following:

Sl.	Reference	Particulars	How complied
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied. Enclosed as Annexure No. K-1a
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied.
Requirements of SEBI Circulars			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents are being submitted vide our application dated 28 th July, 2020 with Bombay Stock Exchange, National Stock Exchange and Metropolitan Stock Exchange.
(b)	Para (I)(A)(3)	Conditions for scheme of arrangement involving unlisted entities	NA, as no unlisted company is involved in the Scheme.

For ZUARI GLOBAL LIMITED


 Authorised Signatories

ZUARI GLOBAL LIMITED

CIN No.: L65921GA1967PLC000157

Corp. Off : 5th Floor, Tower – A, Global Business Park, M. G. Road, Sector 26, Gurugram – 122 002, Haryana India

Tel: +91 124 482 7800 Fax: +91 124 421 2046

Website : www.adventz.com, E-mail: ig.zgl@adventz.com

Regd. Off : Jai Kisaan Bhawan, Zuarinagar, Goa - 403726



(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied. Enclosed as Annexure No. C with the application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting standards	Complied. Enclosed as Annexure No. J-1 to J-2 with the application.
(e)	Para (I)(A)(9)	Provision for approval of public shareholders through e-voting	Complied.


Laxman Aggarwal
 Company Secretary




 Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation between Zuari Global Limited ('ZGL') and Gobind Sugar Mills Limited ('GSML') and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.


 Chief Financial Officer


 Managing Director

For Zuari Global limited

Place: Gurugram
 Date: 28th July, 2020

ZUARI GLOBAL LIMITED

CIN No.: L65921GA1967PLC000157

Corp. Off : 5th Floor, Tower – A, Global Business Park, M. G. Road, Sector 26, Gurugram – 122 002, Haryana India

Tel: +91 124 482 7800 Fax: +91 124 421 2046

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Regd. Off : Jai Kisaan Bhawan, Zuarinagar, Goa - 403726



To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 500780

National Stock Exchange of India Ltd.,
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051
NSE Symbol: ZUARIGLOB

Dear Sir/Madam,

Ref: Corporate Governance Report

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between Zuari Global Limited ('ZGL') and Gobind Sugar Mills Limited ('GSML') and their respective shareholders and creditors

In connection with the above application, we undertake and confirm that the Company is in compliance with the requirements of Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the Corporate Governance Report for the quarter ending 30th June, 2020 is forming part of the application.

For Zuari Global Limited



Authorized Signatory

Enclosure: A copy of the Corporate Governance Report for the quarter ending 30th June, 2020.

ZUARI GLOBAL LIMITED

CIN No.: L65921GA1967PLC000157

Corp. Off : 5th Floor, Tower – A, Global Business Park, M. G. Road, Sector 26, Gurugram – 122 002, Haryana India

Tel: +91 124 482 7800 Fax: +91 124 421 2046

Website : www.adventz.com, E-mail: ig.zgl@adventz.com

Regd. Off : Jai Kisaan Bhawan, Zuarinagar, Goa - 403726



ANNEXURE K-1a

1. Name of Listed Entity -Zuari Global Limited
 2. Quarter ending - 30-Jun-2020

i. Composition of Board Of Director

Title (Mr./ Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Resignation	Term of Directorship	Date of Birth	Whether special resolution passed?	Date of resignation	No. of Directorships held in listed entity	No of Independent Directors	No of membership in other listed entities	No of positions held in other companies	Member of the Company	Remarks

For ZUARI GLOBAL LIMITED


 Authorised Signatories

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Mr.	Vijay Vyankatesh Paranjape	0023 7398	AAB PP422 5H	ID		27-Dec-2019	27-Dec-2019	3 6	2 4	NA	1	1	2	0	AC,S C,RC, NRC
Mrs.	Manju Gupta	0012 4974	AGC PG06 30N	ID		28-Mar-2020	28-Mar-2020	3 6	2 9	NA	2	2	2	0	
Mr.	Soundarara ghavan Rangachari	0036 2555	ABN PR49 60J	ED	MD	15-Feb-2020		2 8	2 8	NA	2	0	5	2	AC,S C,RC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Marco Philipus Wadia	ID	Chairperson	15-May-1993	
2	Soundararaghavan Rangachari	ED	Member	25-Jun-2020	
3	Dipankar Chatterji	ID	Member	24-Oct-2019	
4	Vijay Vyankatesh Paranjape	ID	Member	27-Dec-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vijay Vyankatesh Paranjape	ID	Chairperson	27-Dec-2019	
2	Marco Philipus Wadia	ID	Member	06-Feb-2014	
3	Dipankar Chatterji	ID	Member	24-Oct-2019	
4	Soundararaghavan Rangachari	ED	Member	25-Jun-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dipankar Chatterji	ID	Chairperson	24-Oct-2019	
2	Marco Philipus Wadia	ID	Member	29-Apr-2014	
3	Vijay Vyankatesh Paranjape	ID	Member	27-Dec-2019	
4	Soundararaghavan Rangachari	ED	Member	25-Jun-2020	

For ZUARI GLOBAL LIMITED

 Authorised Signatories

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dipankar Chatterji	ID	Chairperson	24-Oct-2019	
2	Marco Philipus Wadia	ID	Member	06-Feb-2014	
3	Saroj Kumar Poddar	C,NED	Member	28-Jun-2016	
4	Vijay Vyankatesh Paranjape	ID	Member	27-Dec-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
14-Feb-2020	25-Jun-2020	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	131

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in	Date(s) of meeting of the committee in the relevant	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present

For ZUARI GLOBAL LIMITED


 Authorised Signatories

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	the previous quarter	quarter		
Audit Committee	14-Feb-2020		Yes	4
Audit Committee		25-Jun-2020	Yes	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	131

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered in report pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholder Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. - **Yes**
4. The meeting of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. - **Yes**
 - a. This report and/or other reports submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Laxman Aggarwal
 Designation : Company Secretary & Compliance Officer

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For ZUARI GLOBAL LIMITED
 Authorised Signatories



ANNEXURE K-2

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.,
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051

It is hereby certified that the draft Scheme of Amalgamation between Zuari Global Limited ('ZGL') and Gobind Sugar Mills Limited ('GSML') and their respective shareholders and creditors ('the Scheme') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2017/26 dated 23rd March 2017 and CFD/DIL3/CIR/2018/2 dated 3rd January 2018 (hereinafter collectively referred to as 'SEBI Circulars'), including the following:

Sl.	Reference	Particulars	How complied
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied. Enclosed as Annexure No. K-2a
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied.
Requirements of SEBI Circulars			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents are being submitted vide our application dated 28 th July, 2020 with Bombay Stock Exchange, National Stock Exchange and Metropolitan Stock Exchange.



GOBIND SUGAR MILLS LIMITED

Regd. Off. : Birla Mill Complex, P. O. Birla Lines, G T Road, Near Clock Tower, Kamla Nagar, North Delhi - 110007
Corp Off. : Global Business Park, Tower - A, 5th Floor, M.G. Road, Sector - 26, Gurugram - 122002, Haryana
Tel. : +91-124-482 7800, Fax : +91-124-4212046, E-mail : ig.gsml@adventz.com
CIN No. : L15421DL1952PLC354222, Website: www.zuarisugar.com



(b)	Para (I)(A)(3)	Conditions for scheme of arrangement involving unlisted entities	NA, as no unlisted company is involved in the Scheme.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied. Enclosed as Annexure No. C with the application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting standards	Complied. Enclosed as Annexure No. J-1 to J-2 with the application.
(e)	Para (I)(A)(9)	Provision for approval of public shareholders through e-voting	Complied.


Gaurav Dutta
 Company Secretary




 Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation between Zuari Global Limited ('ZGL') and Gobind Sugar Mills Limited ('GSML') and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.


Chief Financial Officer


 Managing Director

For Gobind Sugar Mills limited

Place: Gurugram
 Date: 28th July, 2020



Annexure K-2a

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.,
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
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Dear Sir/Madam,

Ref: Corporate Governance Report

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In connection with the above application, we undertake and confirm that the Company is in compliance with the requirements of Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the Corporate Governance Report for the quarter ending 30th June, 2020 is forming part of the application.

For Gobind Sugar Mills Limited


Authorized Signatory



Enclosure: A copy of the Corporate Governance Report for the quarter ending 30th June, 2020

GOBIND SUGAR MILLS LIMITED

Regd. Off. : Birla Mill Complex, P. O. Birla Lines, G T Road, Near Clock Tower, Kamla Nagar, North Delhi - 110007

Corp Off. : Global Business Park, Tower - A, 5th Floor, M.G. Road, Sector - 26, Gurugram -122002, Haryana

Tel. : +91-124-482 7800, Fax : +91-124-4212046, E-mail : ig.gsml@adventz.com

CIN No. : L15421DL1952PLC354222, Website: www.zuarisugar.com

Status of compliance of Gobind Sugar Mills Limited as on 30th June 2020

Name of the listed entity		Gobind Sugar Mills Limited										
Quarter ending		30 th June 2020										
I. Composition of Board of Directors												
Title (Mr / Mrs)	Name of the Director	PANS & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Narayanan Suresh Krishnan	PAN-AALPK2725K DIN-00021966	Non Executive Director	21.08.2012	27.09.2019	28.05.2020	NA	03.06.1964	2	0	3	0
Mr.	Soundararaghavan Rangachari	PAN-ABNPR4960J DIN- 00362555	Executive Director	21.08.2012	28.08.2018	NIL	Appointed for a term of three years i.e. from 28.08.2018 to 27.08.2021	28.10.1948	2	0	5	2
Mr.	Marco Philippos Ardeshir Wadia	PAN-AAAPW3106D DIN-00244357	Independent Non Executive director	21.08.2012	01.04.2019	NIL	Appointed for a term of five years i.e. from 01.04.2019 to 31.03.2024	30.01.1956	6	6	5	5
Mr.	Lingapuram Madhyagowder Chandrasekaran	PAN-ADIPC6957B DIN- 01245052	Independent Non Executive director	08.02.2017	01.04.2017	NIL	Appointed for a term of five years i.e. from 01.04.2017 to 31.03.2022	01.03.1949	2	2	3	2
Mrs	Indira Varadarajan	PAN-ADFPV5792G DIN- 07128153	Independent Non Executive director	23.03.2015	01.04.2015	01.04.2020	NA	18.12.1945	0	0	0	0
Mr.	Bhaskar Chatterjee	PAN-AFIPB6346K DIN- 00688184	Independent Non Executive director	03.02.2020	NA	NIL	Appointed as an Additional Director upto next AGM	02.08.1946	1	1	4	0
Mr.	Alok Saxena	PAN-AMRPS2712G DIN- 08640419	Executive Director	03.02.2020	NA	NIL	Appointed as an Additional Director upto next AGM	25.09.1962	1	0	0	0
Mr.	Vijay Kumar Kathuria	PAN-AIKPK4549C DIN- 00338125	Executive Director	03.02.2020	NA	NIL	Appointed as an Additional Director upto next AGM	16.07.1965	1	0	1	0
Mr.	Akshay Poddar	PAN-AFUPP0096C DIN- 00008686	Chairman - Non Executive Director	12.06.2020	NA	NIL	Appointed as an Additional Director upto next AGM	20.07.1976	6	0	2	1

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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For GOBIND SUGAR MILLS LIMITED

Company Secretary

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) S	Date of Appointment	Date of Cessation
1. Audit Committee	YES	- Mr. L M Chandrasekaran - Mr. R S Raghavan - Mr. Marco Wadia - Mr. Bhaskar Chatterjee	- Chairperson - Independent non executive director - Member - Executive director - Member - Independent non executive director - Member - Independent non executive director	17.05.2019 28.08.2012 04.08.2017 01.04.2020	NA NA NA NA
2. Nomination & Remuneration Committee	YES	- Mr. Marco Wadia - Mr. Akshay Poddar - Mr. N Suresh Krishnan - Mr. L M Chandrasekaran - Mr. Bhaskar Chatterjee	- Chairperson - Independent non executive director - Member - non executive director - Member - Non executive director - Member - Independent non executive director - Member - Independent non executive director	17.05.2019 12.06.2020 28.08.2012 17.05.2019 12.06.2020	NA NA 28.05.2020 NA NA
3. Risk Management Committee(if applicable)	NA	NA	NA	NA	NA
4. Stakeholders Relationship Committee ¹	YES	- Mr N Suresh Krishnan - Mr. R S Raghavan - Mr. L M Chandrasekaran - Mr. Bhaskar Chatterjee	- Chairperson - Non executive director - Member - Executive director - Chairperson - Independent non executive director - Member - Independent non executive director	28.08.2012 28.08.2012 17.05.2019 12.06.2020	28.05.2020 NA NA NA
5. Corporate Social Responsibility Committee	YES	- Mr N Suresh Krishnan - Mr. R S Raghavan - Mr. L M Chandrasekaran - Mrs. Indira Varadarajan - Mr. Bhaskar Chatterjee - Mr. Alok Saxena	- Chairperson - Non executive director - Member - Executive director - Chairperson - Independent non executive director - Member - Executive director	04-08-2017 04-08-2017 04-08-2017 02-11-2017 12-06-2020 12-06-2020	28-05-2020 NA NA 01-04-2020 NA NA

&Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
03.02.2020	12.06.2020	Yes	7	3	129 ^A days

^A pursuant to relaxation of maximum time gap between two board/audit committee meetings till July 31, 2020 per SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit committee meeting held on 12.06.2020	Yes	4	3	Audit committee meeting held on 03.02.2020	129 ^A days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

^A pursuant to relaxation of maximum time gap between two board/audit committee meetings till July 31, 2020 per SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	In terms of Regulation 23 of Listing Regulations 2015, the Audit Committee at its meeting held on 03.02.2020, had renewed / granted omnibus approval for related party transactions that may be entered in 2020-21, subject to renewal on annual basis.
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

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For GOBIND SUGAR MILLS LIMITED

Company Secretary

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

Guarav Dutta
Company Secretary and Compliance Officer

FOR GOVERNANCE

SUNBELLS LIMITED


Company Secretary

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