

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF ZUARI GLOBAL LIMITED HELD ON SATURDAY, 13<sup>TH</sup> FEBRUARY, 2021 AT 5<sup>TH</sup> FLOOR, TOWER - A, GLOBAL BUSINESS PARK, SECTOR - 26, GURUGRAM - 122002, THROUGH VIDEO CONFERENCING**

**Revised scheme of Amalgamation as directed by the Securities and Exchange Board of India (SEBI) between Zuari Global Limited (ZGL) and Gobind Sugar Mills Limited (GSML)**

“RESOLVED THAT as per the directions of the Bombay Stock Exchange vide its letter no. DCS/AMAL/BA/R37/1877/2020-21 dated 15 January, 2021 and the directions of the National Stock Exchange of India vide its letter no. NSE/LIST/24289\_III dated 15 January, 2021, the insertion of the following Clause No. 5.11 in the Scheme of Amalgamation between Zuari Global Limited and Gobind Sugar Mills Limited and their respective shareholders and creditors (here in after referred to as “Scheme”) is hereby approved:

Clause 5.11: The 10.5% Non-Convertible Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten) proposed to be issued by ZGL to the equity shareholders of GSML pursuant to clause 5.1(b) above and 7% Non-Convertible Redeemable Preference Share of the face value of Rs. 10/- (Rupees Ten) to be issued by ZGL to the 7% Non-Convertible Redeemable Preference Shareholders of GSML pursuant to clause 5.5 above shall not be listed on NSE, BSE or any other stock exchange(s).

RESOLVED FURTHER THAT that the existing Clause 5.11 to 5.15 in the Scheme are renumbered as 5.12 to 5.16.

RESOLVED FURTHER THAT the Scheme together with the changes in the above mentioned clauses, as placed before the Board of Directors, is hereby taken on record and approved.

RESOLVED FURTHER THAT a certified true copy of this resolution be forwarded wherever required, under the signature of any one Director or Company Secretary of the company.”

**Certified True Copy,  
For Zuari Global Limited**



**Laxman Aggarwal  
Company Secretary  
M. No. - A19861**



**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](http://www.adventz.com), E-mail: [ig.zgl@adventz.com](mailto:ig.zgl@adventz.com)

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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN MEETING OF THE BOARD OF DIRECTORS OF GOBIND SUGAR MILLS LIMITED HELD THROUGH VIDEO CONFERENCING ON FRIDAY, 05<sup>TH</sup> FEBRUARY 2021 AT GLOBAL BUSINESS PARK, TOWER-A, 5<sup>TH</sup> FLOOR, SECTOR - 26, GURUGRAM - 122002, HARYANA

"RESOLVED THAT as per the directions of Metropolitan Stock Exchange vide its letter no. MSEI/LIST/2021/73 dated January 18, 2021, the insertion of the following Clause No. 5.11 in the Scheme of Amalgamation between Zuari Global Limited and Gobind Sugar Mills Limited and their respective shareholders and creditors (here in after referred to as "Scheme") is hereby approved:

**Clause 5.11:** *The 10.5% Non-Convertible Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten) proposed to be issued by ZGL to the equity shareholders of GSML pursuant to clause 5.1(b) above and 7% Non-Convertible Redeemable Preference Share of the face value of Rs. 10/- (Rupees Ten) to be issued by ZGL to the to the 7% Non-Convertible Redeemable Preference Shareholders of GSML pursuant to clause 5.5 above shall not be listed on NSE, BSE or any other stock exchange(s).*

FURTHER\_RESOLVED that the existing Clause 5.11 to 5.15 in the Scheme are renumbered as 5.12 to 5.16

RESOLVED FURTHER THAT the Scheme together with the changes in the above mentioned clauses, as placed before the Board of Directors, is hereby taken on record and approved.

RESOLVED FURTHER THAT a certified true copy of this resolution be forwarded wherever required, under the signature of any Director or Company Secretary of the company."

For Gobind Sugar Mills Limited

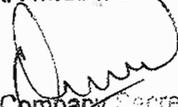
  
Gaurav Dutta  
Company Secretary



Certified True Copy  
For GOBIND SUGAR MILLS LIMITED  
  
Authorised Signatory

**GOBIND SUGAR MILLS LIMITED**

Regd. Office: Birla Mill Complex, P. O. Birla Lines, G T Road, Near Clock Tower - A, Kamla Nagar, North Delhi - 110007  
Corp. Office: Global Business Park, Tower -A, 5th Floor, M. G. Road, Sector -26, Gurugram - 122002, Haryana  
Tel.: +91-124-482 7800 Fax.: +91-124-421 2046 Email : ig.gsml@adventz.com,  
CIN No. L15421DL1952PLC35422, Website : www.zuarisugar.com

Certified True Copy  
For GOBIND SUGAR MILLS LIMITED  
  
Company Secretary