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ISO 50001

## INDIA GLYCOLS LIMITED

Plot No. 2-B, Sector - 126, NOIDA-201304, Distt. Gautam Budh Nagar (Uttar Pradesh), Tel. : +91 (120) 6860000, 3090100, 3090200  
Fax : +91 (120) 3090111, 3090211, E-mail : iglho@indiaglycols.com, Website : www.indiaglycols.com

### REPORT OF THE AUDIT COMMITTEE OF INDIA GLYCOLS LIMITED RECOMMENDING THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST KASHIPUR HOLDINGS LIMITED, INDIA GLYCOLS LIMITED, ENNATURE BIO PHARMA LIMITED AND IGL SPIRITS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AS DISCUSSED, AT ITS MEETING HELD ON TUESDAY, 4<sup>th</sup> FEBRUARY, 2025.

#### Members' Present

- |                         |           |
|-------------------------|-----------|
| 1. Shri Ravi Kumar      | -Chairman |
| 2. Shri Samrat Banerjee | - Member  |
| 3. Shri Alok Singhal    | - Member  |

#### 1. Background

- 1.1. A meeting of the Audit Committee of India Glycols Limited was held on Tuesday, 4<sup>th</sup> February, 2025, *inter alia*, to consider and recommend the proposed draft Composite Scheme of Arrangement amongst Kashipur Holdings Limited, the Holding Company ("**Transferor Company**"), India Glycols Limited ("**Company**" or "**Transferee Company**" and "**Demerged Company**"), Ennature Bio Pharma Limited ("**Resulting Company 1**") and IGL Spirits Limited ("**Resulting Company 2**"), the wholly owned subsidiary companies of the Transferee Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**").
- 1.2. The Transferee Company / Demerged Company is a company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Transferee Company / Demerged Company are listed on the BSE Limited and the National Stock Exchange of India Limited.
- 1.3. The Transferor Company is incorporated under the provisions of the Companies Act, 1956 and is the Holding Company of the Transferee Company. The Resulting Company 1 and Resulting Company 2 are incorporated under the Companies Act, 2013 and they both are wholly-owned subsidiaries of the Transferee Company.
- 1.4. In terms of the Schedule II, Part C, paragraph A (22) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**LODR Regulations**"), a report from the Audit Committee recommending the draft Scheme is required, taking into consideration, *inter alia*, the share entitlement report, and commenting on the rationale, cost-benefits and impact of Scheme on the Transferee Company and its shareholders. This report of the Audit Committee is made in compliance with the requirements of the LODR Regulations.
- 1.5. **Documents placed before the Audit Committee**

The following documents, duly initialed by the Chairman of the Audit Committee for the purpose of identification, were placed before the Audit Committee:

**CORPORATE OFFICE** : 3A, Shakespeare Sarani, Kolkata - 700071, West Bengal, Phone : +91 (33) 22823585, 22823586

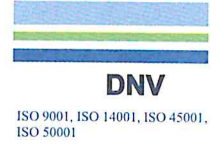
**REGISTERED OFFICE** : A-1 Industrial Area, Bazpur Road, Kashipur - 244713, Distt. Udham Singh Nagar (Uttarakhand)

Phone : +91 (5947) 269000, 269500, Fax : +91 (5947) 275315, 269535

CIN : L24111UR1983PLC009097

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- (a) Draft Scheme;
- (b) Share Entitlement Report dated 4<sup>th</sup> February, 2025 issued by M/s. TRC Corporate Consulting Private Limited (through Shri Kshitij Goel,) (Registration No. IBBI/RV/02/2024/15672), Registered Valuer ("**Share Entitlement Report**");
- (c) Fairness Opinion Report dated 4<sup>th</sup> February, 2025 issued by M/s. Corporate Professionals Capital Private Limited , (Registration No. **INM000011435**), an Independent SEBI registered Category – I Merchant Banker ("**Fairness Opinion**");
- (d) the certificates dated 4<sup>th</sup> February, 2025 issued by K.N. Gutgutia & Co., the Statutory Auditors of the Company certifying, inter alia, that the accounting treatment contained in the draft Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act ; and,
- (e) Report dated 4<sup>th</sup> February , 2025 of the Independent Directors of the Company recommending the Scheme.

### 2. Salient Features of the Scheme

The Audit Committee noted the brief particulars of the Scheme as under:

#### 2.1. The Scheme provides for:

- (A) the amalgamation of the Transferor Company into the Transferee Company; and
- (B) the demerger, transfer and vesting of the Bio Pharma Undertaking and Spirits Undertaking from the Demerged Company to Resulting Company 1 and Resulting Company 2 (Collectively, "**Resulting Companies**"), respectively, on a going concern basis, and the consequent issue of shares by the Resulting Companies, the consequent reduction and cancellation of existing equity shares of the Resulting Companies held by the Demerged Company, and the consideration thereof in respect of such demerger.

#### 2.2. The appointed date for the arrangement is 1<sup>st</sup> April, 2026 ("**Appointed Date**").

2.3. Upon the Scheme becoming effective, the Transferor Company along with all its assets, liabilities, contracts, employees, records etc. being its integral part shall stand transferred to the Transferee Company as a going concern subject to the provisions of the Scheme.

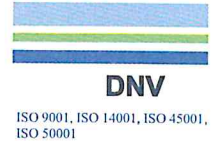
2.4. The Demerged Undertakings (*as defined in the Scheme*) shall stand demerged, transferred and vested into the Resulting Companies on a going concern basis subject to provisions of the Scheme.

2.5. From the Appointed Date and upto the effective date, all the Companies that are





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party to the Scheme shall carry on its business and activities with reasonable diligence and business prudence.

2.6. The effectiveness of the Scheme is contingent upon certain conditions as mentioned in the Scheme.

### 3. Synergies of the Companies involved in the Scheme

The Demerged Company is a leading green chemical company. It has grown manifold over a number of years and currently houses four segments, namely, bio-based specialties and performance chemicals, potable spirits, ennature biopharma and bio-fuel. Given its diversified business, it has become imperative for the Demerged Company to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this repositioning, the Demerged Company is desirous of enhancing its operational efficiency. It will continue with its bio-based specialties and performance in the chemicals business. While each of the above businesses may be subject to industry specific risks, business cycles and operate inter alia under different market dynamics, they have significant potential for growth and profitability.

The Scheme proposes to reorganise and segregate the shareholdings of Demerged Company in various businesses and thus proposes the demerger of Spirits Undertaking (as defined in the Scheme) and Biopharma Undertaking (as defined in the Scheme) from Demerged Company to Resulting Companies. The demerger of the Demerged Undertakings from the Demerged Company to the Resulting Companies will result in the equity shares of the Resulting Companies (as defined in the Scheme) becoming listed on the National Stock Exchange Limited and BSE Limited, with the Resulting Companies focussing exclusively on their respective undertakings and capable of independent valuation and participation therein by any suitable investor interested in such businesses, in the future.

### 4. Need, Rationale and benefits of the Scheme

The proposed restructuring pursuant to this Scheme is expected, inter alia, to result in following benefits:

- (i) Currently majority of the promoter holding in the Transferee Company is through a holding company structure. The proposed merger will simplify the promoter holding structure by enabling promoters to directly hold shares of Transferee Company. There will be no adverse implication on the existing public shareholders of Transferee Company as they will continue to own the same number and percentage of shares in the company;
- (ii) Segregation and unbundling of the Spirits and Biofuel Undertaking and Biopharma Undertaking of the Demerged Company into the Resulting Companies will offer the following benefits:





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- a. Each business will have a clear focus, leading to improved management and resource allocation for growth.
- b. The demerger will enable independent growth for each business, attracting the right talent, offering better opportunities for employees
- c. The demerger may create a potential to unlock value for stakeholders by drawing focused investors.
- d. Each business will manage its capital, investments, and resources based on its specific needs, ensuring more efficient capital use.
- e. Each business will adhere to regulations that are specific to its industry.
- f. Separating the businesses will reduce the risk of one business affecting the others.

Accordingly, the Scheme is in the interest of all the companies involved and their respective stakeholders.

### 5. Impact of the Scheme on the Company and its Shareholders

- (a) The Resulting Companies are wholly owned subsidiaries of the Demerged Company. The Scheme is expected to be beneficial to the Demerged Company and its shareholders, leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders, achieving cost and operational efficiencies;
- (b) The rights and interests of the shareholders of the Demerged Company will not be prejudicially affected by the Scheme, and there will be no change in the economic interest of the shareholders of the Company, before and after the Scheme rather they will get economic interest in the Resulting Companies;
- (c) The shareholders of the Demerged Company will continue to be the shareholders of the Demerged Company, without any change in the shareholding pattern; and
- (d) Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

### 6. Cost benefit analysis of the Scheme

The Scheme is expected to provide an opportunity to improve the economic value for the companies involved in the Scheme and their stakeholders, in view of the demerger of the businesses. This is primarily on account of various cost and operational synergies which are expected to accrue to the Company on account of the Scheme and more particularly detailed out in above paragraphs . While the Scheme would lead to incurring some costs towards its implementation, however, the benefits of the Scheme over a longer period would far outweigh such costs for all the

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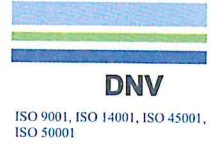
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stakeholders of the Company.

### 7. RECOMMENDATION OF THE AUDIT COMMITTEE

The Audit Committee has taken on record the Share Entitlement Report and the Fairness Opinion and the recommendations made therein.

Taking into consideration the draft Scheme, Share Entitlement Report, Fairness Opinion and Certificate issued by Statutory Auditors of the Companies, need and rationale of the Scheme, synergies of the business of the companies, impact of the Scheme on the Company and its shareholders, cost benefit analysis of the Scheme and other documents placed before the Audit Committee and after deliberations, the Audit Committee recommends the draft Scheme for the consideration and approval by the Board of Directors of the Company.

**For India Glycols Limited**

**Ravi Kumar**  
**Chairman – Audit Committee**  
**DIN:02362615**  
**Place: Noida**  
**Date: 4<sup>th</sup> February, 2025**

