



GLOSTER LIMITED

21, Strand Road, Kolkata-700 001 (India)

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CIN: L17100WB1923PLC004628

To

The Secretary National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Symbol - GLOSTERLTD	The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code – 542351
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Sub: Outcome of Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Respected Sir/Ma'am,

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we hereby notify the stock exchanges that the Board of Directors at its meeting held on Wednesday, 12th November 2025, has, inter-alia, approved the modified Scheme of Amalgamation (originally approved by the Board of Directors of the Company at its meeting held on 13th November 2024) on of Gloster Lifestyle Limited (“Transferor Company No. 1”) and Gloster Specialities Limited (“Transferor Company No. 2”), wholly-owned subsidiaries of the company with Gloster Limited (“Transferee Company”) and their respective shareholders and creditors, pursuant to Sections 230 to 232 of the Companies Act, 2013 and rules made thereunder (“Scheme”), subject to requisite approvals/consents as may be required.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for the above-mentioned scheme is enclosed herewith and marked as **Annexure –A**.

We request you to take this on record, and to treat the same as compliance with the applicable provisions of the Listing Regulations.

The Board Meeting commenced at 1:00 PM (I.S.T) and concluded at 3:35 PM (I.S.T).

Copy of the same is being also made available on the website of the Company at www.glosterjute.com.

Thanking You,
For **GLOSTER LIMITED**

Ayan Datta
Company Secretary and Compliance Officer
Membership No. ACS 43557

Date: 12.11.2025

Enclosed: As above



GLOSTER LIMITED

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Continuation Sheet

Annexure-A

Disclosure Required Under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sl. No	Particulars			
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	Name of the entity	Paid-up share capital as on the year ended March 31, 2025	Turnover (standalone) for the year ended March 31, 2025
		Gloster Limited (Transferee Company)	Rs. 10,94,32,600/-	Rs. 62,668.27/- lakhs
		Gloster Lifestyle Limited (Transferor Company No. 1)	Rs. 4,00,000/-	NIL
		Gloster Specialities Limited (Transferor Company No. 2)	Rs. 4,00,000/-	NIL
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The transferor companies are wholly-owned subsidiaries of the company and as such are related to each other.</p> <p>However, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by The Ministry of Corporate Affairs, any transactions arising out of compromises, arrangements and amalgamations under specific provisions of the Companies Act, 2013, are not subject to the requirements of Section 188 of the Companies Act, 2013.</p> <p>Furthermore, the Scheme involves amalgamation of wholly-owned subsidiaries with the holding company. Therefore, it is exempted as per Regulation 23(5)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.</p>		



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Continuation Sheet

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3.	Area of business of the entity(ies)	<p>Transferee Company- Gloster Limited – Manufacturing and export of Jute and allied products</p> <p>Transferor Companies: Gloster Lifestyle Limited - Manufacturing and export of Jute and allied products</p> <p>Gloster Specialities Limited – Manufacture of all kind of Fibres and production of goods therefrom.</p>
4.	Rationale for amalgamation/ merger	<p>The Transferor Companies and the Transferee Company are companies within the same group of companies (“Group”). The proposed amalgamation will enable more efficient utilization of capital and assets, thereby strengthening the foundation for future growth. By combining their resources, the merged entity will be better positioned to enhance the overall efficiency and create greater value for shareholders.</p>
5.	In case of cash consideration - amount or otherwise share exchange ratio	<p>The Transferor Companies are wholly-owned subsidiaries of the Transferee Company. As a result, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu of or in exchange of its holding in the Transferor Companies and accordingly the entire Issued, Subscribed and Paid-up Share Capital of the Transferor Companies shall stand cancelled and extinguished without any further application, act, or deed and in lieu thereof, no allotment of any shares of the Transferee Company shall be made to any person whatsoever.</p>
6.	Brief details of change in shareholding pattern (if any) of the listed entity	<p>There will be no change in the shareholding pattern of the listed entity pursuant to this Scheme of Amalgamation.</p>

Thanking You,
For **GLOSTER LIMITED**

Ayan Datta
Company Secretary and Compliance Officer
Membership No. ACS 43557

Date: 12.11.2025