



# GLOSTER LIMITED

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

Phone : +91 (33) 2230-9601 (4 Lines), Fax : +91(33)2231 4222/2210 6167, E-mail : info@glosterjute.com, Web : www.glosterjute.com  
CIN: L17119WB1992PLC054454

Ref: GL/AA/15-16/2915

Dated - 29<sup>th</sup> March, 2016

|   |  |
|---|--|
| The Deputy General Manager<br>BSE Limited<br>Corporate Relationship Department<br>1 <sup>st</sup> Floor, New Trading Ring<br>Rotunda Building, P J Towers,<br>Dalal Street, Fort<br>Mumbai - 400 001<br>Scrip Code - 538595 | The Manager<br>Calcutta Stock Exchange Limited<br>7, Lyons Range,<br>Dalhousie,<br>Murgighata,<br>BBD Bagh,<br>Kolkata – 700 001 |
|---|--|

Dear Sir,

Sub: 1) Amalgamation of Gloster Limited with Kettlewell Bullen & Company Limited.  
2) Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015

1. We would like to inform that the Board of Directors ("**Board**") of Gloster Limited ("**Company**" or "**Gloster**") on 29<sup>th</sup> March, 2016, has considered and approved the proposal of the amalgamation of Gloster Limited with Kettlewell Bullen & Company Limited ("**Kettlewell**") with effect from January 1, 2015 in terms of a draft Scheme of Amalgamation tabled before the Board under Sections 391-394, of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and/or Companies Act, 2013 ("**Scheme**"). The Board of Directors of Kettlewell has also in their Board meeting held today approved the said Scheme. The Scheme shall be subject to the approval of the Stock Exchange, shareholders and the Hon'ble High Court of Calcutta and other authorities as may be required under applicable law.
2. Gloster is a leading manufacturer & exporter of all types of Jute & Jute allied products, Woven & Non-Woven Jute Geotextiles, Treated Fabric-Rot Proof, Fire Retardant, Jute Products for Interior Decoration & Packaging of Industrial & Agricultural Produce. Gloster exports Jute goods to various countries spread over the world. The Company's manufacturing facilities are located at Bauria on the banks of Holy Ganges in West Bengal.

Kettlewell is a non-banking financial company (non-deposit accepting) registered with the Reserve Bank of India. It is one of the promoter group companies of Gloster.

3. The details of assets and turnover of the companies involved for FY 2014-15 is as under:

(INR in Lacs)

| Particulars             | Gloster   | Kettlewell |
|-------------------------|-----------|------------|
| Total Assets            | 43,812.27 | 1,764.01   |
| Revenue from Operations | 32,542.33 | 166.74     |



# GLOSTER LIMITED

CIN: L17119WB1992PLC054454

4. Under the Scheme, the shareholders of Gloster (excluding Kettlewell) shall be issued 4 (four) equity shares of the face value of INR 10/- each of Kettlewell, for every 5 (five) equity shares held in Gloster. The Board of Directors of the Company in the meeting held today have also recommended a bonus of 1 (one) equity share of the face value of INR 10/- each of Gloster, for every 1 (one) equity share held which is subject to shareholder's approval. The Share Exchange Ratio for the Scheme shall be accordingly adjusted to take into effect the proposed bonus issue.
5. The Share Exchange Ratio mentioned above has been arrived at based on the valuation report issued by Sharp & Tannan, an Independent Chartered Accountant, and confirmed by a fairness opinion issued by Ashika Capital Limited, an Independent Merchant Banker, submitted to the Audit Committee and presented to the Board at its meeting.

## 6. Rationale of the Scheme

The Scheme of Amalgamation is expected to enable better realisation of potential of the businesses of the Companies, yield beneficial results and enhanced value creation for the Companies, their respective shareholders, creditors and employees. The rationale for the proposed Scheme is set out below:

- (i) Simplification of management structure leading to better administration and reduction in costs from more focussed operational efforts, rationalization, standardization and simplification of business processes and elimination of duplication and rationalization of administrative expenses.
  - (ii) Simplification of shareholding structure and reduction in shareholding tiers.
  - (iii) Synergies arising out of consolidation of business will lead to enhancement of net worth of the combined business and reflection of true net-worth in the financial statements and lead to enhancement in earnings and cash flow.
  - (iv) The amalgamated company would be able to better leverage on its large net worth base and have enhanced businesses potential.
  - (v) Enhancement in value of stakeholders through seamless access to strong corporate relationships and other intangible benefits of Gloster Limited built up over decades of experience.
7. The draft Scheme has been recommended by the Audit Committee of the Company, at its meeting held on 29<sup>th</sup> March, 2016, taking into consideration, inter alia, the valuation report.
  8. The Scheme is between the Company and its promoter group company Kettlewell, being related party of the Company. The consideration payable pursuant to the Scheme is as per the recommendation of an independent valuer's valuation report. A fairness opinion from a merchant banker is also obtained.



## GLOSTER LIMITED

CIN: L17119WB1992PLC054454

9. The equity shares of Kettlewell are proposed to be listed on BSE Ltd., and Calcutta Stock Exchange Limited (collective referred to as "**Stock Exchanges**"). As part of the Scheme, the name of Kettlewell Bullen & Company Limited will be changed to Gloster Limited.
10. The Scheme will be filed with the Stock Exchanges where the shares of the Company are listed for receiving their comments to the Scheme and shall be submitted for sanction to the Hon'ble High Court at Calcutta.

Thanking you,

Yours faithfully,  
For Gloster Limited

(Ajay Kumar Agarwal)  
Manager Finance & Company Secretary