



GUJARAT
FLUORO CHEMICALS
LIMITED

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ABS Towers, 2nd Floor, Old Padra Road, Vadodara - 390 007, Gujarat, India
CIN : L24110 GJ1987 PLC009362 • Email : contact@gfl.co.in • Web: www.gfl.co.in

Annexure - 11

Date: December 12, 2018

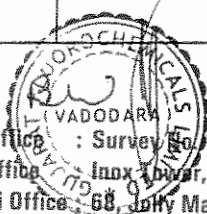
To
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers Dalal Street
Mumbai – 400001
BSE script code: 500173

Sub: Application under Regulation 37 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between Gujarat Fluorochemicals Limited ("Demerged Company" or "GFL1") and Inox Fluorochemicals Limited ("Resulting Company" or "GFL2") and their respective shareholders ("the Scheme")

Dear Sirs,

It is hereby certified that the draft Scheme of Arrangement between Gujarat Fluorochemicals Limited ('the Demerged Company' or 'GFL 1') and Inox Fluorochemicals Limited ('the Resulting Company' or 'GFL 2') and their respective shareholders ("Scheme") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sr.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied since it does not violate, override or limit the provisions of Securities Laws or Requirement of the Stock Exchange.



Regd. Office : Survey No. 16/3, 26, 27, Ranjitnagar - 389 380, Taluka Ghoghamba, Dist. Panchmahals, Gujarat. Telefax : +91 (2678) 248153
Delhi Office : Inox Tower, 17 Sector 16A, Noida - 201 301, IP Tel. : +91 (120) 6149600 Fax : +91 (120) 6149610
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Requirements of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied. The documents have been submitted vide our application dated <u>18 December</u> 2018 with BSE and NSE
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Complied and the share entitlement report is attached as Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Complied and the auditors certificate is attached as Annexure 10
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required, undertaking from the Auditor clearly stating the reasons for non - applicability of sub para 9(A) is attached as Annexure 13 .

B Desai

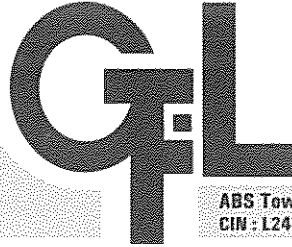
Bhavin Desai
Company Secretary



Vivek Kumar Jain

Vivek Kumar Jain
Managing Director

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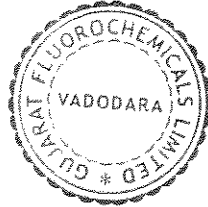


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Certified that the transactions/accounting treatment provided in the draft Scheme of Arrangement between Gujarat Fluorochemicals Limited ('the Demerged Company' or 'GFL 1') and Inox Fluorochemicals Limited ('the Resulting Company' or 'GFL 2') and their respective shareholders ("Scheme") are in compliance with all the Accounting Standards applicable to a listed entity.

Manoj Agrawal
Chief Financial Officer



Vivek Kumar Jain
Managing Director