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GUJARAT  
FLUORO-CHEMICALS  
LIMITED



Tel.: +91 265 61 98111  
Fax: +91 265 23 10312

ABS Towers, 2nd Floor, Old Padra Road, Vadodara - 390 007, Gujarat, India  
CIN : L24110 GJ1987 PLC069362 • Email : contact@gfl.co.in • Web: www.gfl.co.in

Annexure – 8

Date: 12-12-2018

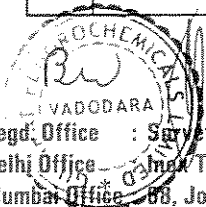
To  
The General Manager  
Department of Corporate Services  
National Stock Exchange of India Limited (NSE)  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Mumbai – 400051  
NSE script code: GUJFLUORO

Dear Sir,

**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 “GFL 1”) and INOX Fluorochemicals Limited (“Resulting Company” or “GFL 2”) and their respective shareholders (“the Scheme)**

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 : G Block Tower, 17 Sector 16A, Noida - 201 301, IP Tel. : +91 (120) 6149600 Fax : +91 (120) 6149610  
Mumbai Office : 68, Jolly Maker Chambers II, Nariman Point, Mumbai - 400 021, Tel. : +91 (22) 22026314, Fax : +91 (22) 22025588

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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 Limited 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 <b>Annexure 2</b>
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Complied and the auditors certificate is attached as <b>Annexure 7</b>
(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 <b>Annexure 9A</b> .

*B. Desai*

**Bhavin Desai**  
Company Secretary



*Vivek Kumar Jain*

**Vivek Kumar Jain**  
Managing Director

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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