

To,
The General Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Security code: 542812

Dear Sir/ Madam,

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Composite Scheme of Arrangement between Inox Leasing and Finance Limited ('ILFL' or 'Demerged/Transferor Company'), Inox Holdings and Investments Limited ('IHIL' or 'Resulting Company') and Gujarat Fluorochemicals Limited ('GFCL' or 'Transferee Company' or 'the Company') and their respective shareholders (the 'Scheme')

In connection with the above application, we hereby confirm that:

1. The proposed Composite Scheme of Arrangement between Inox Leasing and Finance Limited ('ILFL' or 'Demerged/Transferor Company'), Inox Holdings and Investments Limited ('IHIL' or 'Resulting Company') and Gujarat Fluorochemicals Limited ('GFCL' or 'Transferee Company' or 'the Company') and their respective shareholders (the 'Scheme') to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, the Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
2. In the explanatory statement to be forwarded by the Company to the shareholders u/s 230 to 232 of the Companies Act, 2013, it shall disclose:
 - i) the pre and post-amalgamation or demerger (expected) capital structure and shareholding pattern
 - ii) Present and expected debt structure
 - iii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets/ NCD done by the valuer for the Company and the unlisted companies
 - iv) Information about unlisted companies involved in the Scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, 2018
 - v) The Complaint report
 - vi) Exchange No Objection Letter
 - vii) Details of exit option given to the NCD holders, if any.
3. The draft Composite Scheme of Arrangement together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 has been disseminated on Company's website as per Website link given hereunder <https://www.gfl.co.in/>.

An  Group Company

Regd. Office: Survey No. 16/3, 26, 27, Village Ranjitnagar, Taluka Ghoghamba, Distt. Panchmahal - 389380, Gujarat, India.

Tel: +91-2678-248152/153/107 | Fax: +91-2678-248153

Corporate Office: INOX Towers, Plot No. 17, Sector-16A, Noida-201301, Uttar Pradesh, India | Tel: +91-120-6149600 | Fax: +91-120-6149610



4. The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
5. The Company shall ensure that wherever the approval by holders of NCDs for composite scheme of arrangement submitted with NCLT for sanction is required at any stage, the facility for e-voting shall be provided after the disclosure of all material facts in the notice including No-Objection Letter from the Exchange.
6. The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/ SEBI/ Reserve Bank of India, wherever applicable.
7. None of the promoters or directors of the companies involved in the Scheme is a fugitive economic offender.

For Gujarat Fluorochemicals Limited

BSDW

Bhavin Desai
Company Secretary
FCS 7952

Date: 15th November, 2024
Place: Vadodara

