

GFCL: BRD: 2024

6th May, 2024

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai 400 051

Scrip Code: 542812

Symbol: FLUOROCHEM

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulations 30 of the Listing Regulations, kindly take note that Board of Directors ('Board') of the Company, after recommendation of the Audit Committee, at its respective meetings held on 6th May, 2024, have inter alia approved the following:

1. Acquisition of balance stake of 0.60% in IGREL Mahidad Limited, which will result IGREL Mahidad Limited to be a wholly owned subsidiary of the Company.

The additional information as per Regulation 30 of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure A**.

2. Slump sale of some energy undertakings of the Company suppling captive power to the Company on a going concern basis to IGREL Mahidad Limited, a wholly owned subsidiary of the Company upon consummation of the transaction mentioned in clause 1 above, for a consideration not exceeding INR 700 crores. Also, as an integral part of the business transfer, the Company will enter into power purchase arrangement with IGREL Mahidad Limited for continuity of power supply to the Company. Further, the Board has constituted a Committee of Directors to finalise the terms of the business transfer, including the power purchase agreement.

The additional information as per Regulation 30 of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure B**.

You are requested to take the above on record.

Yours faithfully,

For Gujarat Fluorochemicals Limited

Bhavin Desai
Company Secretary
FCS: 7952

Encl.: As above

Annexure A

In terms of Regulation 30(2) of the Listing Regulations, Gujarat Fluorochemicals Limited makes the following disclosures as prescribed in Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time:

Sr. No.	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p><u>Name of the Target entity</u> IGREL Mahidad Limited ('IGREL Mahidad') <u>Details of the Target entity</u> IGREL Mahidad was incorporated on March 14, 2024, to carry out the business of power generation. <u>Turnover</u> Nil (yet to commence business operations)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	<p>Yes, 60 equity shares of Rs. 10/- each of IGREL Mahidad representing 0.60% is proposed to be acquired from: (forming part of the promoter / promoter group of the Company) Mr. Vivek Kumar Jain Mr. Devansh Jain (not forming part of the promoter / promoter group of the Company) Mr. Mukesh Patni Mr. Shailendra Tandon Mr. Bhupesh Kumar Juneja Mr. Manish Garg</p>
3.	Industry to which the entity being acquired belongs;	Generation, accumulation, transmission, distribution, purchase, sell and supply of electricity power by using conventional and / or non-conventional energy sources.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Post completion of the acquisition, IGREL Mahidad to become a wholly owned subsidiary of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable

6.	Indicative time period for completion of the acquisition	Upto 31 st May, 2024
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration
8.	Cost of acquisition and/or the price at which the shares are acquired;	At fair market value
9.	Percentage of shareholding / control acquired and / or number of shares acquired	0.60%
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>IGREL Mahidad (CIN: U35107GJ2024PLC149636) was incorporated on 14th March 2024 and has its registered office at 301, ABS Tower, Old Parada Road, Vadodara, Gujarat – 390007.</p> <p>IGREL Mahidad was incorporated to carry out the business of power generation in India.</p> <p>Gujarat Fluorochemicals Limited presently holds 99.40% equity shares of IGREL Mahidad which is yet to commence business operations.</p>

Annexure B

In terms of Regulation 30(2) of the Listing Regulations, Gujarat Fluorochemicals Limited makes the following disclosures as prescribed in Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as amended from time to time:

Sr. No.	Particulars	Description
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Energy Undertaking represents up to 115 MW of captive renewable energy power plants supplying power to the Company's. The entire power generated has been consumed captively by the Company and hence no separate revenue / profit has been recognized by the Company. Net-worth: Not exceeding INR 700 crores (to vary based on finalisation of the constituents of the Energy Undertakings by the Committee).
2.	Date on which the agreement for sale has been entered into;	Likely to be entered into by June 30, 2024.
3.	The expected date of completion of sale/disposal	Expected to be completed by June 30, 2024.
4.	Consideration received from such sale/disposal	At book value - Not exceeding INR 700 Crores. To be finalised by the Committee upon finalisation of the terms and constituents of the Energy Undertakings.
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Buyer: IGREL Mahidad Limited (' IGREL Mahidad '), wholly owned subsidiary of the Company upon consummation of acquisition mentioned in Annexure A above. The Buyer does not belong to promoter / promoter group.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	IGREL Mahidad is a related party as per section 2(76) of the Companies Act, 2013 ('Act') and regulation 2(zb) of the Listing Regulations. As the transaction is between holding company and its wholly owned subsidiary, there is no impact on a consolidated basis. As per the provisions of section 188 of the Act and regulation 23(5)(b) of the Listing Regulations, provisions relating to related party transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary whose accounts are consolidated with the holding company and placed before the shareholders at the general meeting for approval.

7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes, the transaction is outside the Scheme of Arrangement. However, regulation 37(A)(1) of the Listing Regulations is not applicable as the transaction does not exceed the limits specified regulation 37A read with Section 180(1)(a) of the Act.
8.	a. Name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc.;	<ul style="list-style-type: none"> • The Company (CIN: L24304GJ2018PLC105479) was incorporated on 6th December 2018 and has its registered office at Survey No 16/3, 26 & 27 Taluka Ghoghamba, Panch Mahals, Village Ranjitnagar, Gujarat – 389380. • The entire power generated has been consumed captively by the Company and hence no separate revenue / profit has been recognized by the Company. • IGREL Mahidad (CIN: U35107GJ2024PLC149636) was incorporated on 14th March 2024 and has its registered office at 301, ABS Tower, Old Parda Road, Vasna Road, Vadodara, Gujarat – 390007. • As, IGREL Mahidad was incorporated on 14th March 2024, it did not have any revenues as on 31 March 2024.
	b. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<ul style="list-style-type: none"> • Post acquisition of balance stake, IGREL Mahidad Limited shall be a wholly owned subsidiary of the Company and therefore the proposed transaction would be deemed to be related party transaction under regulation 2(zc) of the Listing Regulations. • Further, as the transaction is between holding company and its wholly owned subsidiary, there is no impact on a consolidated basis. • As per the provisions of Section 188 of the Act and Regulation 23(5)(b) of the Listing Regulations, provisions relating to related party transactions are not applicable in respect of transactions between holding company and its wholly owned subsidiary whose accounts are consolidated with the holding company and placed before the shareholders at the general meeting for Approval. • As the transaction is between the Company and IGREL Mahidad, the entire economic value of IGREL Mahidad will remain with the Company.
	c. Area of business of the entity(ies);	<ul style="list-style-type: none"> • GFCL is engaged in the business of manufacturing of chemicals, refrigerants, fluorochemicals and fluoropolymers. • IGREL Mahidad is incorporated to carry on the business of power generation. However, it is yet to commence its business operations.
	d. Rationale for slump sale;	<p>The rationale is as under:-</p> <ul style="list-style-type: none"> • To achieve agility, better focus and growth of energy business • Subsidiarise and raise debt by leveraging on the power purchase agreements entered for supply of power

		(considering stable business and steady cashflows) • Create value for the Energy Undertakings by consolidating all energy assets under one umbrella.
	e. In case of cash consideration – amount or otherwise share exchange ratio;	As specified in point 4 above
	f. Brief details of change in shareholding pattern (if any) of listed entity	There is no change in the shareholding pattern of the Company