



Annexure 7

## Gokul Refoils & Solvent Ltd.

**Corporate Office :**  
"Gokul House", 43-Shreemali Co-op. Housing Society Ltd.  
Opp. Shikhar Building, Navrangpura,  
Ahmedabad-380 009. Gujarat (India)  
Phone: +91-79-66304555, 66615253-54-55,  
Fax : +91-79-66304543, E-mail: grsl@gokulgroup.com

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CIN: L15142GJ1992PLC018745

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai - 40001.

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex,  
Bandra – East,  
Mumbai - 400051

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Composite scheme of Arrangement between Gokul Refoils and Solvent Limited and Gokul Agro Resources Limited and Gokul Agri International Limited and their respective Shareholders and Creditors.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied with Name of the designated stock exchange: BSE Limited
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied with
2.b	Valuation Report from Independent Chartered Accountant	Complied with
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied with
2.d	Fairness opinion by merchant banker	Complied with
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied with
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied with





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2.g	Compliance with Clause 49 of Listing Agreement	Complied with
2.h	Complaints Report	We confirm that we will submit Complaint Report within 7 days of expiry of 21 days from the date of filing of application
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Complied with
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Complied with
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Complied with
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	No such warrants/ instruments/ agreements are outstanding which give right to any person to take the equity shares in the transferee entity at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable

Date: 04/07/2014



Managing Director