

GFCL: BRD: 2024

2nd September, 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

Dear Sir/Madam,

Sub: Notice of 6th Annual General Meeting (AGM) of the Company for the Financial Year 2023-24

Ref.: Regulation 34 and 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 34 and 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Notice of 6th Annual General Meeting of the Company for the Financial Year 2023-24.

The 6th Annual General Meeting of the Company is scheduled to be held on **Friday, 27th September, 2024 at 11:30 A.M. (IST)** through Video Conferencing/Other Audio Video Means (VC/OAVM). The remote E-voting will commence on **Tuesday, 24th September, 2024 (9:00 A.M.) (IST)** and end on **Thursday, 26th September, 2024 (5:00 P.M.) (IST)**.

Further, the Company has fixed **Friday, 20th September, 2024** as the 'Cut-off Date and Record Date for the purpose of determining the eligibility for e-voting and for the payment of Final dividend for Financial Year 2023-24 to the Shareholders. The details of e-voting have been provided in the notice of the 6th Annual General Meeting of the Company.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,
For Gujarat Fluorochemicals Limited

Bhavin Desai
Company Secretary
FCS: 7952

Encl.: As above

Gujarat Fluorochemicals Limited
(CIN: L24304GJ2018PLC105479)

Registered Office: Survey No. 16/3, 26 & 27, Village Ranjitnagar,
Taluka Ghoghamba, District Panchmahal – 389380, Gujarat

Telephone: +91 2678 248153, **Email:** bvdesai@gfl.co.in

Website: www.gfl.co.in

Notice of Sixth Annual General Meeting

Dear Member(s),

NOTICE is hereby given that the **6th (Sixth) Annual General Meeting** of Members of Gujarat Fluorochemicals Limited ("the Company") will be held on **Friday, 27th September, 2024**, at **11:30 A.M.**, through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

Item No.1 Adoption of Financial Statements

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the report of the Auditors thereon be and are hereby received and adopted."

Item No.2 Declaration of Final Dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2024

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Final Dividend @ ₹ 3.00 per Equity Share having face value of ₹ 1/- each be and is hereby declared and the same be paid to those Members whose names appear on the Register of Members of the Company as on **20th September, 2024** in respect of Shares held in physical form and to those beneficial owner of shares (BENPOS) received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **20th September, 2024** in respect of shares held in Electronic Form."

Item No.3 Re-appointment of Mr. Devendra Kumar Jain (DIN: 00029782) as Director of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Devendra Kumar Jain (DIN: 00029782), who retires by rotation and has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No.4 Re-appointment of Independent Statutory Auditors of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Patankar & Associates, Chartered Accountants, Pune (Firm Registration Number 107628W), be and are hereby re-appointed as an Independent Statutory Auditors of the Company for the second term of 5 (five) consecutive years, from the conclusion of this 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting, at such remuneration as may be decided by the Board of Directors in consultation with the Independent Statutory Auditors of the Company."

SPECIAL BUSINESS

Item No.5 Appointment of Mr. Shesh Narayan Pandey (DIN: 02000823) as Director and Whole-time Director of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Shesh Narayan Pandey (DIN: 02000823) who was appointed by the Board of Directors as an Additional Director of the Company with effect from **13th August, 2024** pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom Nomination and Remuneration Committee had given recommendation for his appointment as Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all

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other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shesh Narayan Pandey (DIN: 02000823), be and is hereby appointed, as Whole-time Director of the Company for a period of one year commencing from **13th August, 2024** on a remuneration upto ₹ 116 Lakhs per annum (the remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company), subject to the same not exceeding limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and on the terms and conditions decided by the Board."

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No.6 Approval of payment of remuneration to Mr. Devendra Kumar Jain (DIN: 00029782) Non-Executive Director of the Company for the Financial Year 2023-24 which is in excess of fifty percent of the total remuneration to all Non-Executive Directors of the Company for the Financial Year 2023-24

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Regulation 17 (6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any other applicable provisions of the Listing Regulations, approval of the Shareholders be and is hereby accorded for payment of Remuneration by way of Commission (excluding sitting

fees) of ₹ 572.23 Lakhs to **Mr. Devendra Kumar Jain (DIN: 00029782)** Non-Executive Director of the Company, for the Financial Year 2023-24 which is in excess of fifty percent of total remuneration paid to all Non-Executive Directors for the Financial Year 2023-24."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the above resolution."

Item No.7 Ratification of approval of payment of remuneration to the Cost Auditor of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of ₹ 5.00 Lakhs exclusive of GST and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s Kailash Sankhlecha & Associates, Cost Auditor (Membership No.: M12055) of the Company for conducting the audit of the cost records of the Company for the Financial Year ended on 31st March, 2024, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors

Date : 13th August, 2024
Place : Vadodara

Bhavin Desai
Company Secretary
FCS: 7952

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NOTES:

1. Final dividend of ₹ 3/- per share, i.e. at the rate of 300% on face value of ₹ 1/- each for the year ended 31st March, 2024, as recommended by the Board, if declared at the AGM, will be payable to those persons whose names appear in the Register of Members of the Company as at the close of business hours on **20th September, 2024**. Dividend will be paid within 30 days from the date of AGM.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details of material facts relating to the Special businesses to be transacted at this AGM, is annexed hereto.
3. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 09/2023 dated 25th September, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), companies are allowed to hold the Annual General Meeting ("AGM") through Video Conferencing / Other Audio Visual Means ('VC/OAVM'), without the physical presence of the members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company will be held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
4. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In compliance with the aforesaid MCA Circulars and Section VI – J of Chapter VI of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/2023/167 dated 7th October, 2023 issued by Securities Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars"), Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website at www.gfl.co.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
9. Body Corporates who intend to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/ letter of authority/power of attorney to the Scrutinizer by e-mail to samdanic@gmail.com and to the Company at bvdesai@gfl.co.in / bhavesht.jingar@gfl.co.in through its registered e-mail Address.
10. SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and subsequent Circulars issued in this regard, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) and Nomination details by holders of physical securities through Form ISR-1.

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In order to mitigate unintended challenges on account of freezing of folios, SEBI has, vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, done away with the provision regarding freezing of folios that have not registered their PAN, KYC and Nomination details.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form.

Further, relevant FAQs published by SEBI on its website can be accessed at: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

11. Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5, the format of which is available at SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
12. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

13. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM during business hours. Members seeking to inspect such documents can send a request from their registered E-mail Id mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at bhavesh.jingar@gfl.co.in.

14. The instructions for Members for Remote e-Voting and joining the AGM are as under:

The remote e-Voting period begins on **Tuesday, 24th September, 2024** at **09:00 A.M.** and ends on **Thursday, 26th September, 2024** at **05:00 P.M.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **20th September, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **20th September, 2024**. A person who becomes a member after the cut-off date should treat this notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


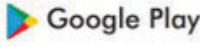


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DPs)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**
 6. If you are unable to retrieve or have not received the 'Initial Password' or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to samdanic@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution

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/ Authority Letter" displayed under "e-Voting" tab in their login.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 – 4886 7000 and 022 – 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those Shareholders whose e-mail ids are not registered with the depositories for procuring User id and Password and registration of e-mail ids for e-Voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), (self-attested scanned copy of Aadhar Card) by e-mail to alpesh.gandhi@linkintime.co.in.
- In case shares are held in demat mode, please provide DPID-CLID (16- digit DPID + CLID or 16 digits beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to bvdesai@gfl.co.in/bhavesh.jingar@gfl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
- In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their

demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the AGM are as under:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop

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- connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bvdesai@gfl.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bvdesai@gfl.co.in. These queries will be replied by the Company suitably by email.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 8. As the Members may be aware that w.e.f. 1st April, 2020, Dividend Distribution Tax under Section 115-O of the Income Tax Act, 1961 as may be amended from time to time ("IT Act") payable by domestic companies on declaration of dividend has been abolished. Pursuant to this amendment brought vide Finance Act, 2020, the Company would be under an obligation to deduct tax at source ("**TDS**") in accordance with the provisions of the IT Act, from the final dividend, if approved by the Members at the AGM. In this regard, the Members may refer the Note on TDS on dividend distribution, appended to this Notice convening 6th AGM of the Company ("**AGM Notice**").

Note for the Members of Gujarat Fluorochemicals Limited ("Company") on Tax Deduction at Source on Dividend

Pursuant to the provisions of Finance Act, 2020, the Company shall deduct tax at source (TDS) in accordance with the provisions of the Income Tax Act, 1961, as may be amended from time to time ("IT Act"), from the final Dividend, if approved by the Members at the AGM, as Dividend income is taxable in the hands of the Members, w.e.f. 1st April, 2020.

To enable the Company to determine the appropriate TDS rate as may be applicable, Members are requested to submit the following document(s) and details, as applicable, by e-mail to the Company at vadodara@linkintime.co.in on or before **15th September, 2024**:

A. In case of a Resident Shareholder:

TDS rate	Category of shareholder and required documentation
10 per cent	Resident shareholder whose valid Permanent Account Number ('PAN') is available on records of the Company.
20 per cent	Resident shareholder whose valid PAN is not available on records of the Company.
20 per cent	Resident shareholder who has not filed Income Tax return for preceding one Financial Year and whose TDS/TCS credit in aggregate is more than ₹ 50,000/-.
Lower/Nil rate as specified in certificate issued under section 197 of the Act	Resident shareholder who has obtained a certificate from the Income Tax Authorities under section 197 of the Income tax Act, 1961 ('the Act') for TDS at a lower / Nil rate. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the Financial Year 2023-24.
Nil	<p>Individual shareholders:</p> <ul style="list-style-type: none"> - If the total dividend to be received from the Company during Financial Year 2023-24 does not exceed ₹ 5,000/-; or - If duly verified Form 15G or 15H (as may be applicable) as per the format attached is furnished along with self-attested copy of PAN. Company may at its sole discretion reject the form if it does not fulfil the requirement of law. (This form can be submitted only in case the shareholder's tax on estimated total income for Financial Year 2023-24 is Nil).

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TDS rate	Category of shareholder and required documentation
	<p>Other shareholders:</p> <ul style="list-style-type: none"> - Mutual Funds: Subject to a self-declaration that they are specified in section 10(23D) of the Act along with self-attested copy of PAN card and registration certificate. - Insurance companies: Subject to a self-declaration that it has full beneficial interest with respect to shares owned along with self-attested copy of PAN card. - Alternative Investment Fund ('AIF') established/incorporated in India: Subject to a self-declaration that its income is exempt under section 10(23FBA) of the Act and they are governed by SEBI regulations as Category I or Category II AIF, along with self-attested copy of the PAN card and registration certificate issued by SEBI. - Corporation established by or under a Central Act whose income is exempt from Income Tax: Subject to a self-declaration of the documentary evidence supporting the exemption status along with self-attested copy of PAN card. - Government - The Reserve Bank of India

B. In case of a Non-resident Shareholder:

TDS rate	Category of shareholder and required documentation
20 per cent (plus applicable surcharge and cess)	All non-resident shareholders, including Foreign Portfolio Investors ('FPIs')
Lower /Nil rate as specified in certificate under section 197	Non-resident shareholder who has obtained a certificate from the Income Tax Authorities under section 197 of the Act for lower / Nil rate of TDS, tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the Financial Year 2023-24.
Lower rate prescribed under the tax treaty which applies to the shareholder	<p>Non-resident shareholder (including FPI) can opt to be governed by the provisions of the tax treaty between India and the country of tax residence of the shareholder. Subject to the non-resident shareholder (including FPI) providing the below mentioned documents, the Company will deduct tax at the rate prescribed in the tax treaty, wherever applicable:</p> <ul style="list-style-type: none"> - Self-attested copy of the PAN card allotted by the Indian Income Tax Authorities. In case PAN is not available, information to be provided under sub-rule (2) of rule 37BC of the Income Tax Rules as per attached format. - Self-attested copy of Tax Residency Certificate (TRC) applicable for the period April, 2023 to March, 2024 obtained from the tax authorities of the country of which the shareholder is resident. - Self-declaration in Form 10F as per the format attached. - Self-declaration as per the format attached, which includes declaration that the shareholder: (i) does not have a permanent establishment in India under the applicable Tax Treaty, (ii) is the beneficial owner of the dividends, (iii) complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'), (iv) will not have a place of effective management in India. - FPI shareholders shall, in addition to above documents, also provide SEBI Registration Certificate as FII / FPI. <p>Application of the beneficial rate of Tax Treaty for TDS is at the discretion of the Company and shall depend upon completeness of the documentation and review of the same by the Company.</p>

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- C. In the event the dividend income is assessable to tax in the hands of a person other than the registered shareholder, such registered shareholder is required to furnish to the Company a declaration as per the attached format (in terms of Section 199 of Income Tax Act, 1961 read with Rule 37BA of the Income Tax Rules, 1962) containing the name, address, residential status and PAN of the actual beneficial owner to whom TDS credit is to be given, and reasons for giving credit to such person.

Accordingly, in order to enable the Company to determine the appropriate TDS, **we request you to submit the above-mentioned details and documents** (duly completed, signed and scanned), **as applicable to you on or before 15th September, 2024**, to our RTA, Link Intime India Private Limited by clicking the URL Link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The dividend will be paid after deduction of TDS as determined on the basis of the aforementioned documents provided by the respective shareholders as applicable to them and being found satisfactory.

Disclaimer:

The Notes on TDS as mentioned herein, set out the summary of applicable material provisions in India pertaining to TDS on Dividend payment by the Company, and is subject to amendment(s), if any from time to time and does not purport to be a complete and/or detailed analysis or listing of all potential tax consequences and/ or applicability. The Members should consult their own tax advisor, as may be required, for the tax provisions applicable to them.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Members at the 1st Annual General Meeting ('AGM') of the Company held on 6th August, 2019, had approved appointment of M/s Patankar & Associates, Chartered Accountants (Firm Registration No. 107628W), as an Independent Statutory Auditors of the Company to hold office from the conclusion of the 1st AGM till the conclusion of the 6th AGM of the Company and the Company can re-appoint the said audit firm as an Independent Statutory Auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s Patankar & Associates, Chartered Accountants would be eligible for re-appointment for a second term of 5 (five) consecutive years from whom the Company had received a consent letter confirming their eligibility as required under Section 139 of the Companies Act, 2013 ("Act").

On the recommendations of the Audit Committee and the Board of Directors of the Company, it is proposed to reappoint M/s Patankar & Associates, Chartered Accountants as an Independent Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the 6th AGM until the conclusion of the 11th AGM, subject to the approval of the Shareholders, on a remuneration to be fixed by the Board of Directors, in consultation with the said Auditors.

M/s Patankar & Associates have consented for their appointment as an Independent Statutory Auditors and have confirmed that if their re-appointment, is made, the same would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Independent Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

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M/s Patankar & Associates was paid total remuneration of ₹ 71.50 Lakhs including fees paid for conducting limited review for 3 quarters, consolidation of accounts, Audit of Foreign Subsidiary Companies and certification related matters, excluding GST and out of pocket expenses which are to be reimbursed at actual, for the Financial Year 2023-24. The increase in the remuneration proposed to be paid for the Financial Year 2024-25 will be mutually agreed basis the efforts involved. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Independent Statutory Auditors.

The Board, in consultation with the Audit Committee may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Independent Statutory Auditors.

Brief Profile:

M/s Patankar & Associates, Chartered Accountants ("the Firm"), Firm Registration Number 107628W, is a firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India. The Firm was established in 1973 and is currently headed by its Managing Partner, CA Mukund Kulkarni.

The Firm is primarily engaged in providing auditing & other assurance services, direct tax services and allied matters. The Firm has experience in handling the statutory audits of listed and large unlisted companies. The Firm holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Directors recommend the Ordinary Resolution as set forth at Item No. 4 of the Notice for approval by the Members.

Item No. 5

The Nomination and Remuneration Committee of the Company had recommended the appointment of Mr. Shesh Narayan Pandey (DIN: 02000823) as an Additional Director and Whole-time Director of the Company for a term of 1 year commencing from 13th August, 2024 to 12th August, 2025, who is not liable to retire by rotation, to the Board of the Company. The Board based on recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Shesh Narayan Pandey as Director and Whole-time Director of the Company subject to the approval of the Shareholders of the Company.

Mr. Shesh Narayan Pandey has given a declaration to the Board that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed there under for his appointment.

In terms of Section 161 of the Act, the appointment of Mr. Shesh Narayan Pandey as Director is being placed before the Members for their approval. Further, in compliance of Sections 196, 197, 203 read with Schedule V of the Act and Rules framed there under, the appointment of Mr. Shesh Narayan Pandey as Whole-time Director of the Company for a period of one year with effect 13th August, 2024 is being placed before the Members for their approval.

Brief resume of Mr. Shesh Narayan Pandey, nature of his experience in specific functional areas and other information as required to be provided under the Secretarial Standard – 2 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of appointment of Mr. Shesh Narayan Pandey, are annexed with the Notice (Annexure -I).

Mr. Shesh Narayan Pandey is interested in the resolution set out in the Notice with regard to his appointment. The relatives of Mr. Shesh Narayan Pandey may be deemed to be interested in the resolution as set out in the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the Resolution as set forth at Item No. 5 of the Notice for approval of the Members by way of an Ordinary Resolution.

Item No. 6

In terms of the Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of the Members by way of Special Resolution shall be required every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Mr. Devendra Kumar Jain, Non-Executive Director, is eligible for receiving commission of ₹ 572.23 Lakhs (Rupees Five Crores Seventy Two Lakhs Twenty Three Thousand Only) @ 1% on Net Profit of the Company for the Financial Year 2023-24. Accordingly, the commission of ₹ 572.23 Lakhs is to be paid to him for the Financial Year 2023-24.

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Accordingly, the details of Sitting Fees/ Commission, paid/payable to all Non-Executive Directors for Financial Year 2023-24 is given below:

(Amount ₹ in Lakhs)

Name of the Directors	Sitting Fees for attending Board/ Committee Meetings	Commission*	Total
Mr. Devendra Kumar Jain	2.00	572.23	574.23
Mr. Shanti Prashad Jain	6.50	0.00	6.50
Mr. Shailendra Swarup	6.50	0.00	6.50
Ms. Vanita Bhargava	2.00	0.00	2.00
Mr. Om Prakash Lohia	0.00	0.00	0.00
Mr. Chandra Prakash Jain	2.50	0.00	2.50
Total	19.50	572.23	591.73

*Subject to the approval of the shareholders.

Since the total remuneration payable to Mr. Devendra Kumar Jain for the Financial Year 2023-24 exceeds the limit of 50% of the total annual remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2023-24, the approval of Members is sought by way of a Special Resolution for payment of commission to Mr. Devendra Kumar Jain for the Financial Year 2023-24.

Mr. Devendra Kumar Jain, Mr. Vivek Kumar Jain and his relatives shall be deemed concerned or interested in resolution as set out at Item No. 6 of the Notice to the extent of the commission that may be received by him. None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolutions set out at Item No. 6 of the Notice.

The Directors recommend the Special Resolution as set out at Item No. 6 of the Notice for approval of the Members by way of Special Resolution.

Item No. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of the Notice.

The Directors recommend the Resolution as stated at Item No. 7 of the Notice for approval of the Members by way of an Ordinary Resolution.

By order of the Board of Directors

Date : 13th August, 2024

Place : Vadodara

Bhavin Desai

Company Secretary

FCS: 7952

1. Information as required to be provided under the Secretarial Standard – 2 / Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of Director(s) being appointed/re-appointed

Name of Director	Mr. Devendra Kumar Jain	Mr. Shesh Narayan Pandey
Brief Profile	Mr. Devendra Kumar Jain has over 64 years of rich experience in business management and international trade.	Mr. Shesh Narayan Pandey has done B. Tech. in Chemical Engineering and Executive Leadership from IIM Ahmedabad. He has more than 33 years of rich experience in Manufacturing Operations, Production Planning, Projects, Manufacturing Excellence, Strategic Planning, Continuous Improvement, Lean Manufacturing, Process Managements, Workforce Engagements & Cost Optimization in various Companies.
Age	95 Years	56 Years
Date of first appointment on the Board	6 th December, 2018	13 th August, 2024
Directors Identification Number	00029782	02000823
Qualification	Graduate in History (Hons.)	B. Tech. in Chemical Engineering and Executive Leadership from IIM Ahmedabad.
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation	To be appointed as Whole-time Director for term of One (1) year
Experience / Expertise in Specific Functional Area	Mr. Devendra Kumar Jain has over 64 years of rich experience in Business Management and International Trade.	Mr. Shesh Narayan Pandey over 33 years of rich experience in Manufacturing Operations, Production Planning, Projects, Manufacturing Excellence, Strategic Planning, Continuous Improvement, Lean Manufacturing, Process Managements, Workforce Engagements & Cost Optimization in various Companies.
Directorship held in other Companies	1. Inox Leasing and Finance Limited 2. Devansh Gases Private Limited 3. Rajni Farms Private Limited 4. GFL Limited 5. Inox Wind Energy Limited	Nil
Membership / Chairmanship of Committees of other Companies	GFL Limited <ul style="list-style-type: none"> • Audit Committee, Member • CSR Committee, Member • Committee of Directors for Operations, Chairman • Risk Committee, Chairman Inox Leasing and Finance Limited <ul style="list-style-type: none"> • CSR Committee, Chairman • Share Transfer & Stakeholder Relationship Committee, Chairman • Audit Committee, Chairman 	Nil

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Name of Director	Mr. Devendra Kumar Jain	Mr. Shesh Narayan Pandey
Past Directorships in Listed Companies during last three years	None	None
The Number of Meetings of the Board Attended during the FY 2023-24	4	Not applicable
Details of remuneration sought to be paid (₹ In Lakhs)	572.23 p.a.*	116 p.a.
Remuneration last drawn including sitting fees (₹ In Lakhs)	1,891.30 p.a.	Not applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative (Father) of Mr. Vivek Jain, Managing Director of the Company.	None
Shareholding in the Company including Shareholding as Beneficial Owner.	20,100 shares	Nil

*Payment of remuneration of ₹ 572.23 Lakhs is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

For details of the skill and expertise required for the role of Independent Directors and manner in which the proposed person meets such requirements, please refer to the Corporate Governance Report which is part of the Annual Report.