

GFCL: BRD: 2023

4<sup>th</sup> September, 2023

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 5<sup>th</sup> Annual General Meeting (AGM) and Integrated Annual Report for the Financial Year 2022-23**

**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 5<sup>th</sup> Annual General Meeting along with Integrated Annual Report of the Company for the Financial Year 2022-23.

The 5<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on **Friday, 29<sup>th</sup> September, 2023 at 11:30 A.M. (IST)** through Video Conferencing/ Other Audio Video Means (VC / OAVM). The remote E-voting will commence on **Tuesday, 26<sup>th</sup> September, 2023 (9:00 A.M.) (IST)** and end on **Thursday, 28<sup>th</sup> September, 2023 (5:00 P.M.) (IST)**.

Further, the Company has fixed **Friday, 22<sup>nd</sup> September, 2023** 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 2022-23 to the Shareholders. The details of e-voting have been provided in the notice of the 5<sup>th</sup> 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](mailto:bvdesai@gfl.co.in)

**Website:** [www.gfl.co.in](http://www.gfl.co.in)

# Notice of Fifth Annual General Meeting

Dear Member(s),

**NOTICE** is hereby given that the **5<sup>th</sup> (Fifth) Annual General Meeting** of Members of Gujarat Fluorochemicals Limited ('Company') will be held on **Friday, 29<sup>th</sup> September, 2023**, 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 31<sup>st</sup> March, 2023, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 and the report of the Auditors thereon be and are hereby received and adopted."

#### Item No.2 Noting of the payment of First Interim Dividend and declaration of Final Dividend on Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2023

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

**"RESOLVED THAT** First Interim Dividend for Financial Year 2022-23, declared by the Board on 18<sup>th</sup> October, 2022 and paid by the Company be noted and a Final Dividend @ ₹ 2.00 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 **22<sup>nd</sup> September, 2023** 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 **22<sup>nd</sup> September, 2023** 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."

### SPECIAL BUSINESS

#### Item No.4 Re-appointment of Mr. Jay Mohanlal Shah (DIN: 09761969) as Whole-time Director 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 Sections 196, 197, 203 read with Schedule V and all 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. Jay Mohanlal Shah (DIN: 09761969)**, be and is hereby re-appointed, as Whole-time Director of the Company for a period of one year commencing from **1<sup>st</sup> November, 2023 to 31<sup>st</sup> October, 2024** on a remuneration of ₹ 140 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."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised 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.5 Re-appointment of Mr. Shailendra Swarup (DIN: 00167799) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the



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Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Nomination and Remuneration Policy of the Company, **Mr. Shailendra Swarup (DIN: 00167799)** Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Act and Regulation 16(1)(b), 25(8) of the Listing Regulations, and who in the opinion of the Board fulfills the conditions as specified in the Act read with the rules made thereunder and the Listing Regulations, is independent of the management and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 consecutive years from **6<sup>th</sup> December, 2023 up to 5<sup>th</sup> December, 2028**, and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of **Mr. Shailendra Swarup (DIN: 00167799)** whose age is above 75 years, as an Independent Director of the Company be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised 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 Re-appointment of Mr. Shanti Prashad Jain (DIN: 00023379) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Nomination and Remuneration Policy of the Company, **Mr. Shanti Prashad Jain (DIN: 00023379)** Independent Director of the Company who has submitted a declaration

that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(8) of the Listing Regulations, and who in the opinion of the Board fulfills the conditions as specified in the Act read with the rules made thereunder and Listing Regulations, is independent of the management and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 consecutive years from **6<sup>th</sup> December, 2023 up to 5<sup>th</sup> December, 2028**, and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of **Mr. Shanti Prashad Jain (DIN: 00023379)** whose age is above 75 years, as an Independent Director of the Company be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised 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.7 Re-appointment of Mr. Chandra Prakash Jain (DIN: 00011964) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Nomination and Remuneration Policy of the Company, **Mr. Chandra Prakash Jain (DIN: 00011964)** Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(8) of the Listing Regulations, and who in the opinion of the Board fulfills the conditions as specified in the Act read with the rules made thereunder and Listing Regulations, is independent of the management and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 consecutive

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years from **6<sup>th</sup> December, 2023 up to 5<sup>th</sup> December, 2028**, and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of Mr. Chandra Prakash Jain (DIN: 00011964) whose age is above 75 years, as an Independent Director of the Company be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised 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.8 Re-appointment of Mr. Om Prakash Lohia (DIN: 00206807) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Nomination and Remuneration Policy of the Company, **Mr. Om Prakash Lohia (DIN: 00206807)** Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(8) of the Listing Regulations, and who in the opinion of the Board fulfills the conditions as specified in the Act read with the rules made thereunder and Listing Regulations, is independent of the management and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 consecutive years from **6<sup>th</sup> December, 2023 up to 5<sup>th</sup> December, 2028**, and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, as amended from time to time and applicable provisions of the Companies Act, 2013

including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Om Prakash Lohia (DIN: 00206807) as an Independent Director of the Company upon attaining the age of 75 years."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised 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.9 Re-appointment of Ms. Vanita Bhargava (DIN: 07156852) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Nomination and Remuneration Policy of the Company, **Ms. Vanita Bhargava (DIN: 07156852)** Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(8) of the Listing Regulations, and who in the opinion of the Board fulfills the conditions as specified in the Act read with the rules made thereunder and Listing Regulations, is independent of the management and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 consecutive years from **6<sup>th</sup> December, 2023 up to 5<sup>th</sup> December, 2028**, and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised 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.10 Approval of payment of remuneration to Mr. Devendra Kumar Jain (DIN: 00029782) Non-Executive Director of the Company, for a period of 5 (five) Financial Years**

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



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**“RESOLVED THAT** pursuant to provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Nomination and Remuneration Policy of the Company, approval of the Shareholders be and is hereby accorded for payment of Remuneration by way of Commission upto 1% of Net Profits of the Company computed in the manner laid down in Section 198 of the Act (excluding sitting fees) to **Mr. Devendra Kumar Jain, (DIN: 00029782)** Non-executive Director of the Company, for a period of 5 (five) Financial Years commencing from 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.11 Approval of payment of remuneration to Mr. Devendra Kumar Jain, (DIN: 00029782) Non-Executive Director of the Company for the Financial Year 2022-23 which is in excess of fifty percent of the total remuneration to all Non-Executive Directors of the Company for the Financial Year 2022-23**

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 ₹ 1891.30 Lakhs (Rupees Eighteen Crores Ninety One Lakhs Thirty Thousand Only) to **Mr. Devendra Kumar Jain (DIN: 00029782)** Non-executive Director of the Company, for the Financial Year 2022-23 which is in excess of fifty percent of total remuneration paid to all Non-Executive Directors for the Financial Year 2022-23.”

**“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.12 Alteration of the Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 ('the Act') read with

Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for:

- (a) the insertion of New Clause read as Article 64.1, after the existing Article 64 of the Articles of Association of the Company, as follows:

**Article – 64.1**

*“Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination from the debenture trustee to appoint a Nominee Director on the Board of the Company pursuant to Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, as amended from time to time, in the following circumstances:*

- i. 2 (two) consecutive defaults in payment of interest to the debenture holders; or*
- ii. default in creation of security; or*
- iii. default in redemption of the debentures.*

*Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares. The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.”*

- (b) Omission of entire Article 76 of the Articles of Association of the Company, which is as follows:

**Article – 76**

*“(i) The Board shall provide for the safe custody of the seal.*

*(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.”*



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**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

### **Item No.13 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 ₹ 4,15,000/- (Rupees Four Lakhs Fifteen Thousand Only) exclusive of taxes 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 31<sup>st</sup> March, 2023, 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 authorised 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: 5<sup>th</sup> August, 2023

Place : Vadodara

**Bhavin Desai**

Company Secretary

### **NOTES:**

1. The Company had paid an Interim Dividend of ₹ 2/- per Equity Share i.e. at the rate of 200% on face value of ₹ 1/- each, on 14<sup>th</sup> November, 2022.
2. Final dividend of ₹ 2/- per share, i.e. at the rate of 200% on face value of ₹ 1/- each for the year ended 31<sup>st</sup> March, 2023, 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 **22<sup>nd</sup> September, 2023**. Dividend will be paid within 30 days from the date of AGM.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special businesses to be transacted at this AGM, is annexed hereto.
4. Pursuant to the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 02/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as the “Circulars”), 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.
5. 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.
6. 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.



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who are allowed to attend the AGM without restriction on account of first come first served basis.

7. 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.
8. 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 Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business 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 authorised 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.
9. In compliance with the aforesaid Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by Securities and Exchange Board of India ("SEBI"), 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](http://www.gfl.co.in), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Body Corporates who intend to authorise 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 Scrutiniser by e-mail to [samdanics@gmail.com](mailto:samdanics@gmail.com) and to the Company at [bydesai@gfl.co.in](mailto:bydesai@gfl.co.in) / [bhavesj.jingar@gfl.co.in](mailto:bhavesj.jingar@gfl.co.in) through its registered e-mail Address.
11. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, e-mail address, mobile number, bank account details) and nomination details by

holders of securities in prescribed forms. Effective from 1<sup>st</sup> January 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/documents. On or after 1<sup>st</sup> October 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [https://www.gfl.co.in/shareholder\\_kyc\\_procedure\\_for\\_issue\\_of\\_duplicate\\_shares\\_and\\_transmission.php](https://www.gfl.co.in/shareholder_kyc_procedure_for_issue_of_duplicate_shares_and_transmission.php) and website of RTA at <https://web.linkintime.co.in/KYC-downloads.html>.

12. Members may please note that SEBI vide its Circular No. **SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022** has mandated the Listed Companies to issue securities in demat form only while processing 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. Further SEBI vide its circular No. **SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May, 2022** has simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

13. 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

## Notice (Contd.)

completing the nomination formalities.

14. 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. 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](mailto:bhavesh.jingar@gfl.co.in).

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

The remote e-Voting period begins on **Tuesday, 26<sup>th</sup> September, 2023 at 09:00 A.M.** and ends on **Thursday, 28<sup>th</sup> September, 2023 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. **22<sup>nd</sup> September, 2023**, 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 **22<sup>nd</sup> September, 2023**.

**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 9<sup>th</sup> 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.





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





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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

Type of shareholders	Login Method
	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; 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.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

## Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DPs)</b>	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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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 <b>NSDL</b>	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 <b>CDSL</b>	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in <b>Physical Form</b>	EVEN Number followed by Folio Number registered with the company Company For example, if Folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email 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 digit 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 email IDs are not registered.**



## Notice (Contd.)

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.nsd.com](http://www.evoting.nsd.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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 Authorised Signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [samdanic@gmail.com](mailto:samdanic@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. 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.nsd.com](http://www.evoting.nsd.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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:**

1. 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to [alpesh.gandhi@linkintime.co.in](mailto:alpesh.gandhi@linkintime.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit 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 (Company email id). 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.

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3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> 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:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. 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.
3. 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 AGM shall be the same person mentioned for Remote e-Voting.

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

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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](mailto: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](mailto: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. 1<sup>st</sup> 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 5<sup>th</sup> 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. 1<sup>st</sup> April, 2020.



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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](mailto:vadodara@linkintime.co.in) on or before 21<sup>st</sup> September, 2023:

### A. In case of a Resident Shareholder:

TDS rate	Category of shareholder and required documentation
10 %	Resident shareholder whose valid Permanent Account Number ('PAN') is available on records of the Company.
20 %	Resident shareholder whose valid PAN is not available on records of the Company.
20 %	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 2022-23.
Nil	<p><b>Individual shareholders:</b></p> <ul style="list-style-type: none"> <li>- If the total dividend to be received from the Company during Financial Year 2022-23 does not exceed ₹ 5,000/- or</li> <li>- 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 2022-23 is Nil).</li> </ul> <p><b>Other shareholders:</b></p> <ul style="list-style-type: none"> <li>- <b>Mutual Funds:</b> 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.</li> <li>- <b>Insurance companies:</b> Subject to a self-declaration that it has full beneficial interest with respect to shares owned along with self-attested copy of PAN card.</li> <li>- <b>Alternative Investment Fund ('AIF') established/incorporated in India:</b> 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.</li> <li>- <b>Corporation established by or under a Central Act whose income is exempt from income-tax:</b> Subject to a self-declaration of the documentary evidence supporting the exemption status along with self-attested copy of PAN card.</li> <li>- <b>Government</b></li> <li>- <b>The Reserve Bank of India</b></li> </ul>

### B. In case of a Non-resident Shareholder:

TDS rate	Category of shareholder and required documentation
20 % (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 2022-23.
Lower rate prescribed under the tax treaty which applies to the shareholder	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:



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TDS rate	Category of shareholder and required documentation
	<ul style="list-style-type: none"> <li>- 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.</li> <li>- Self-attested copy of Tax Residency Certificate (TRC) applicable for the period April, 2022 to March, 2023 obtained from the tax authorities of the country of which the shareholder is resident.</li> <li>- Self-declaration in Form 10F as per the format attached.</li> <li>- 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.</li> <li>- FPI shareholders shall, in addition to above documents, also provide SEBI Registration Certificate as FII / FPI</li> </ul> <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>

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 21<sup>st</sup> September, 2023**, to our RTA, Link Intime India Private Limited by clicking the URL Link <https://web.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

The Board of Directors of the Company at its Meeting held on 5<sup>th</sup> August, 2023, based on the recommendation of the Nomination and Remuneration Committee (NRC), had approved the re-appointment of Mr. Jay Mohanlal Shah (DIN: 09761969) as a Whole-Time Director of the Company for a further period of one year i.e. from 1<sup>st</sup> November, 2023 to 31<sup>st</sup> October, 2024 subject to the approval of the Members at the ensuing Annual General Meeting.

Mr. Jay Mohanlal Shah is a Chemical Engineer and has 24 years of experience in heading and Commissioning for various Chemicals, Speciality & Fine Chemicals Plants. Considering his contribution towards Company in respect of operations management, the Nomination and Remuneration Committee (NRC) had recommended his re-appointment for further period of one year with the remuneration mentioned in the Resolution. The Board, based on the recommendation of NRC, is the opinion that the services of Mr. Jay Mohanlal Shah (DIN: 09761969) as a Whole-Time Director of the Company for further period of one year with effect from 1<sup>st</sup> November, 2023 to 31<sup>st</sup> October, 2024 should be available to the Company subject to the approval of the Members at ensuing Annual General Meeting of the Company.



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In compliance of Sections 196, 197, 203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Mr. Jay Mohanlal Shah as Whole-time Director of the Company for a period of one year with effect from 1<sup>st</sup> November, 2023 is being placed before the Members for their approval.

Brief profile of Mr. Jay Mohanlal Shah, 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 re-appointment of Mr. Jay Mohanlal Shah, are annexed as Annexure-I to this Notice.

Mr. Jay Mohanlal Shah is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. The relatives of Mr. Jay Mohanlal Shah may be deemed to be interested in the resolution set out at Item No. 4 of 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 stated at Item No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

### Item No. 5 to 9

Mr. Shailendra Swarup (DIN: 00167799), Mr. Shanti Prashad Jain (DIN: 00023379), Mr. Chandra Prakash Jain (DIN: 00011964), Mr. Om Prakash Lohia (DIN: 00206807) and Ms. Vanita Bhargava (DIN: 07156852) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to 5<sup>th</sup> December, 2023.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of Performance Evaluation of Independent Directors, has recommended re-appointment of Mr. Shailendra Swarup, Mr. Shanti Prashad Jain, Mr. Chandra Prakash Jain, Mr. Om Prakash Lohia and Ms. Vanita Bhargava as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the Performance Evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that,

given their background and experience and contributions made by them during their tenure, the continued association of Mr. Shailendra Swarup, Mr. Shanti Prashad Jain, Mr. Chandra Prakash Jain, Mr. Om Prakash Lohia and Ms. Vanita Bhargava would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Shailendra Swarup, Mr. Shanti Prashad Jain, Mr. Chandra Prakash Jain, Mr. Om Prakash Lohia and Ms. Vanita Bhargava as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Shailendra Swarup, Mr. Shanti Prashad Jain, Mr. Chandra Prakash Jain, Mr. Om Prakash Lohia and Ms. Vanita Bhargava are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

Section 149 of the Act and Regulation 16(1)(b) & 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided therein.

The Company has also received declarations from Mr. Shailendra Swarup, Mr. Shanti Prashad Jain, Mr. Chandra Prakash Jain, Mr. Om Prakash Lohia and Ms. Vanita Bhargava that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Mr. Shailendra Swarup, Mr. Shanti Prashad Jain, Mr. Chandra Prakash Jain, Mr. Om Prakash Lohia and Ms. Vanita Bhargava fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations, and they all are independent of the management.

Brief profile, nature of experience in specific functional areas and other information as required to be provided under the Secretarial Standard - 2 and Regulation 36 (3) of the Listing Regulations in respect of re-appointments of Independent Directors, are annexed as Annexure-I to this Notice.

Copy of the draft letter of re-appointment of Independent Directors setting out the terms and conditions of re-appointment are available for inspection without any fee by the members at the Registered Office of the Company.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure

## Notice (Contd.)

of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Further, as per Regulation 25(2A) of the Listing Regulations, re-appointment of an Independent Director shall be subject to approval of Shareholders by way of a special resolution.

Save and except the above-mentioned Directors who are being re-appointed and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the Resolution as stated at Item Nos. 5 to 9 of the Notice for approval of the Members by way of Special Resolutions.

### Item No. 10 and 11

In terms of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors shall not exceed one percent of the net profits of the Company, if there is a Managing or Whole-time Director or Manager, the

approval of the Members by way of Special Resolution shall be required.

Further as per 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.

It is proposed to pay remuneration by way of Commission for the period of 5 (five) Financial Years commencing from Financial Year 2023-24 to Mr. Devendra Kumar Jain, Chairman & Non-Executive Director of the Company.

Mr. Devendra Kumar Jain, Non-Executive Director, is eligible for receiving commission of ₹ 1891.30 Lakhs (Rupees Eighteen Crores Ninety One Lakhs Thirty Thousand Only) @ 1% on Net Profit of the Company for the Financial Year 2022-23. Accordingly, the commission of ₹ 1891.30 Lakhs (Rupees Eighteen Crores Ninety One Lakhs Thirty Thousand Only) is to be paid to him for the Financial Year 2022-23.

Details of Sitting Fees/Commission, paid/payable to Non-Executive Directors for Financial Year 2022-23 is given below:

Name of the Directors	Amount (₹ in Lakhs)		
	Sitting Fees for attending Board/ Committee Meetings	Commission*	Total
Mr. Devendra Kumar Jain	2.00	1891.30	1893.30
Mr. Shanti Prashad Jain	7.00	0.00	7.00
Mr. Shailendra Swarup	7.00	0.00	7.00
Ms. Vanita Bhargava	2.00	0.00	2.00
Mr. Om Prakash Lohia	0.00	0.00	0.00
Mr. Chandra Prakash Jain	2.00	0.00	2.00
<b>Total</b>	<b>20.00</b>	<b>1891.30</b>	<b>1911.30</b>

\*Since the total remuneration payable to Mr. Devendra Kumar Jain for the Financial Year 2022-23 exceeds the limit of 50% of the total annual remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2022-23, 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 2022-23.

Mr. Devendra Kumar Jain, Mr. Vivek Kumar Jain and his relatives shall be deemed concerned or interested in resolution set out at Item No. 10 and 11 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 and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 and 11 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 and 11 of the Notice for approval of the Members by way of Special Resolution.

### Item No. 12

The Securities and Exchange Board of India (SEBI) vide its notification bearing number **SEBI/LAD-NRO/GN/2023/119 dated 2<sup>nd</sup> February, 2023** amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('the Regulations') wherein it is mandated for a Company with listed debt securities to include in its Articles of Association ('AOA') an enabling clause for the Board of Directors to appoint a person nominated by the Debenture Trustee(s) in case of defaults with respect to payment of interest/creation of security/redemption of debentures.



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Accordingly, it is proposed to insert a new Article in the AOA of the Company, for appointment of a Nominee Director on its Board as follows:

### Article 64.1

*"Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by the debenture trustee to appoint a Nominee Director on the Board of the Company pursuant to Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993 as amended from time to time, in the following circumstances:*

- i. 2 (two) consecutive defaults in payment of interest to the debenture holders; or*
- ii. default in creation of security; or*
- iii. default in redemption of the debentures.*

*Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares. The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company."*

Further, from the commencement of the Companies (Amendment) Act, 2015 (21 of 2015), i.e. with effect from the 29<sup>th</sup> May, 2015, Company may not be required to have the seal by virtue of registration under the Act. Therefore, for the purpose of administrative and operational convenience and to align with the regulatory amendment, it is proposed to amend the Articles of Association of the Company by omitting the provision relating to the Seal of the Company, which is reproduced hereunder.

### Article 76

"(i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence."

A copy of the amended Articles of Association shall be placed on the website of the Company at [www.gfl.co.in](http://www.gfl.co.in).

The Board of Directors recommends the Special Resolution as set out at Item No. 12 of the Notice for the approval of the Members.

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 set out at Item No. 12 of the Notice.

### Item No. 13

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. 13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2023.

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 set out at Item No. 13 of the Notice.

The Directors recommend the Resolution as stated at Item No. 13 of the Notice for approval of the Members by way of an Ordinary Resolution.

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Annexure – I

1. Information as required to be provided under the Secretarial Standard – 2 / Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of Director being appointed/re-appointed

Name of Director	Mr. Devendra Kumar Jain	Mr. Jay Mohanlal Shah	Mr. Shailendra Swarup	Mr. Shanti Prashad Jain	Mr. Chandra Prakash Jain	Mr. Om Prakash Lohia	Ms. Vanita Bhargava
Brief Profile	Mr. Devendra Kumar Jain has over 63 years of rich experience in business management and international trade.	Mr. Jay Shah has more than 24 years of experience in heading and Commissioning for various Chemicals, Speciality & Fine Chemicals Plants.	Mr. Shailendra Swarup is a Senior Advocate practising at the High Court and Supreme Court of India.	Mr. Shanti Prashad Jain is a leading Chartered Accountant practising in taxation matters.	Mr. Chandra Prakash Jain is Chartered Accountant and Diploma in Advance Management	Mr. Om Prakash Lohia is Chairman and Managing Director of Indo Rama Synthetics (India) Limited and having experience in all disciplines of Business Management.	Ms. Vanita Bhargava is a practicing advocate at Supreme Court, High Court & other Quasi-Judicial Body and partner in the Dispute Resolution Group of Khaitan & Co, New Delhi
Age	94 Years	49 Years	79 Years	83 Years	77 Years	74 Years	49 Years
Date of first appointment on the Board	6 <sup>th</sup> December, 2018	1 <sup>st</sup> November, 2022	6 <sup>th</sup> December, 2018	6 <sup>th</sup> December, 2018	6 <sup>th</sup> December, 2018	6 <sup>th</sup> December, 2018	6 <sup>th</sup> December, 2018
Directors Identification Number	00029782	09761969	00167799	00023379	00011964	00206807	07156852
Qualification	Graduate in History (Hons.)	M. Tech in Chemical Engineering and Bachelor of Chemical Engineering.	Bachelor of Law	Fellow Chartered Accountant	Fellow Chartered Accountant	Bachelor of Commerce	Bachelor of Law and Bachelor of Commerce
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation	To be re-appointed as Whole-time Director for term of One (1) year	To be re-appointed as Independent Director for second term of Five (5) years	To be re-appointed as Independent Director for second term of Five (5) years	To be re-appointed as Independent Director for second term of Five (5) years	To be re-appointed as Independent Director for second term of Five (5) years	To be re-appointed as Independent Director for second term of Five (5) years
Experience / Expertise in Specific Functional Area	Mr. Devendra Kumar Jain has over 63 years of rich experience in Business Management and International Trade.	Mr. Jay Mohanlal Shah has over 24 years of experience in heading and Commissioning for various Chemicals, Speciality & Fine Chemicals Plants.	Mr. Shailendra Swarup has around 45 years of experience in handling various Legal matters.	Mr. Shanti Prashad Jain is a leading Chartered Accountant and Practicing since 1963. He has specialised in Taxation matters of various reputed companies and banks.	Mr. Chandra Prakash Jain is a Chartered Accountant and is former Chairman and Managing Director of NTPC Limited. He was also the Chairman of the Standing Conference of Public Enterprises (SCOPE) for the period 2003-05. He has been a past member of Standing Technical Advisory Committee of the Reserve Bank of India, Audit Advisory Board of the Comptroller & Auditor General of India. He has in the past headed the Confederation of Indian Industries (CII's) National Committee on Energy. He was also a Member of Advisory Board of Axis Infrastructure Fund.	Mr. Om Prakash Lohia is Chairman and Managing Director of Indo Rama Synthetics (India) Limited. He is a commerce graduate from Kolkata University and after graduation, he joined the family textile business, which gave him management exposure in all disciplines of business management. Mr. Lohia has been awarded Udyog Ratna award by the Madhya Pradesh Government in 2005.	Ms. Vanita Bhargava has 18 years' of experience as Practicing Advocate at Supreme Court, High Court, & other Quasi-Judicial Body.





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Name of Director	Mr. Devendra Kumar Jain	Mr. Jay Mohanlal Shah	Mr. Shailendra Swarup	Mr. Shanti Prashad Jain	Mr. Chandra Prakash Jain	Mr. Om Prakash Lohia	Ms. Vanita Bhargava
Directorship held in other Companies	<ol style="list-style-type: none"> <li>Inox Leasing and Finance Limited</li> <li>Devansh Gases Private Limited</li> <li>Rajni Farms Private Limited</li> <li>GFL Limited</li> <li>Inox Wind Energy Limited</li> </ol>	Nil	<ol style="list-style-type: none"> <li>J K Papers Limited</li> <li>Bengal &amp; Assam Company Limited</li> <li>India Thermit Corporation Limited</li> <li>Subros Limited</li> <li>Jagran Prakashan Limited</li> <li>Sterling Tools Limited</li> <li>Kangaroo Properties Private Limited</li> <li>Vis Legis Consult Private Limited</li> <li>Dev Valley Devon Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Inox Wind Limited</li> <li>Inox Green Energy Services Limited</li> <li>S P Securities Limited</li> <li>GFL Limited</li> <li>Inox Wind Energy Limited</li> <li>Inox Infrastructure Limited</li> <li>Ashok Vinhar Club</li> </ol>	<ol style="list-style-type: none"> <li>AVU Enterprise Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Indo Rama Synthetics (India) Limited</li> <li>Indo Rama Retail Holdings Private Limited</li> <li>Lohia Industries Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Inox Wind Energy Limited</li> <li>GFL Limited</li> <li>Pilani Investment and Industries Corporation Limited</li> </ol>
Membership / Chairmanship of Committees of other Companies	<p><b>GFL Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>CSR Committee, Member</li> <li>Committee of Directors for Operations, Chairman</li> <li>Risk Committee, Chairman</li> </ul> <p><b>Inox Leasing and Finance Limited</b></p> <ul style="list-style-type: none"> <li>CSR Committee, Chairman</li> <li>Share Transfer &amp; Stakeholder Relationship Committee, Chairman</li> <li>Audit Committee, Chairman</li> </ul>	Nil	<p><b>The India Thermit Corporation Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> </ul> <p><b>Subros Limited</b></p> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee, Member</li> <li>Risk Management Committee, Member</li> </ul> <p><b>Bengal &amp; Assam Company Limited</b></p> <ul style="list-style-type: none"> <li>Risk Management Committee, Member</li> <li>Audit Committee, Member</li> </ul> <p><b>J.K. Paper Limited</b></p> <ul style="list-style-type: none"> <li>CSR Committee, Member</li> </ul> <p><b>Jagran Prakashan Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> </ul> <p><b>Sterling Tools Limited</b></p> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee, Chairman</li> <li>Audit Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> </ul>	<p><b>GFL Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Chairman</li> <li>Nomination and Remuneration Committee, Chairman</li> <li>CSR Committee, Chairman</li> <li>Stakeholders Relationship Committee, Member</li> <li>Risk Management Committee, Member</li> </ul> <p><b>Inox Wind Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Chairman</li> <li>Nomination and Remuneration Committee, Member</li> <li>CSR Committee, Member</li> <li>Stakeholders Relationship Committee, Chairman</li> </ul> <p><b>Inox Green Energy Services Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> </ul> <p><b>Inox Wind Energy Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Chairman</li> <li>Nomination and Remuneration Committee, Member</li> </ul>	Nil	<p><b>Indo Rama Synthetics (India) Limited</b></p> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee, Member</li> <li>CSR Committee, Member</li> <li>Risk Management Committee, Chairman</li> </ul>	<p><b>Inox Wind Energy Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>Stakeholders Relationship Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> <li>Corporate Social Responsibility Committee, Member</li> </ul> <p><b>GFL Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> </ul> <p><b>Pilani Investment and Industries Corporation Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee, Member</li> <li>Nomination and Remuneration Committee, Member</li> <li>Stakeholders Relationship Committee, Member</li> </ul>

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Name of Director	Mr. Devendra Kumar Jain	Mr. Jay Mohanlal Shah	Mr. Shailendra Swarup	Mr. Shanti Prashed Jain	Mr. Chandra Prakash Jain	Mr. Om Prakash Lohia	Ms. Vanita Bhargava
Past Directorships in Listed Companies during last three years	None	None	GFL Limited – up to 10 <sup>th</sup> May, 2021	None	None	GFL Limited – up to 11 <sup>th</sup> May, 2021	None
The Number of Meetings of the Board Attended during the 2022-23	4	1	4	4	4	4	2
Details of remuneration sought to be paid (₹ In Lakhs)	1891.30 p.a.*	118 p.a.	Nil	Nil	Nil	Nil	Nil
Remuneration last drawn including sitting fees (₹ In Lakhs)	1058.10 p.a.	110 p.a.	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Mr. Vivek Jain, Managing Director of the Company.	None	None	None	None	None	None
Shareholding in the Company including Shareholding as Beneficial Owner.	20,100 shares	Nil	10,000 shares	2,000 shares	Nil	Nil	Nil

\*Payment of remuneration of ₹ 1891.30 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.