

# GFL Limited

(Earlier known as Gujarat Fluorochemicals Limited)  
ABS Towers, 2<sup>nd</sup> Floor, Old Padra Road, Vadodara 390 007  
Telephone: +91 (265) 6198111 Fax : +91 (265) 2310 312  
Website: [www.gflimited.co.in](http://www.gflimited.co.in)

3<sup>rd</sup> September, 2021

To,  
**BSE Limited**  
P J Towers,  
Dalal Street,  
Mumbai – 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051

**Scrip Code: 500173**

**Symbol: GFLLIMITED**

Dear Sir / Madam,

**Sub: Notice of 34<sup>th</sup> Annual General Meeting (AGM) of the Company.**

This is in continuation of our letter dated 28<sup>th</sup> August, 2021 intimating that the 34<sup>th</sup> AGM of the Members of the Company is scheduled to be held on Tuesday, 28<sup>th</sup> September, 2021 at 12.00 noon (IST) through Video Conferencing / Other Audio Visual Means (VC / OAVM) facility.

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Notice of the 34<sup>th</sup> AGM of the Members of the Company is attached herewith.

Further, pursuant to 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 the Listing Regulations, we wish to inform you that the Company is providing e-Voting facility to the Members of the Company to cast their votes by electronic means on all the resolutions set out in the Notice of AGM through the e-Voting services provided by Central Depository Services (India) Limited.


The cut-off date for determining the eligibility of Members to vote by remote e-Voting for the AGM is Tuesday, 21<sup>st</sup> September, 2021.

The Notice convening the 34<sup>th</sup> AGM is also made available on the website of the Company at [www.gflimited.co.in](http://www.gflimited.co.in) under 'Investor' section.

We hereby request you to take the above information on your record.

Thanking you.

Yours faithfully,  
**For GFL Limited**



**Bhavi Shah**  
**Company Secretary**



Encl.: a/a

*Registered office: Survey No 16/3, 26 & 27, Village Ranjitnagar, Taluka Ghoghamba, District Panchmahal -389380*  
*Telephone: +91 (2678) 248153 Fax: +91 (2678) 248153*  
*CIN: L24110GJ1987PLC009362*

## GFL Limited

(CIN L24110GJ1987PLC009362)

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

Telephone +91 1123354795, Fax +91 1123354795

Website: www.gfllimited.co.in; Email: secretarial@inoxmovies.com

To,  
The Member(s),  
**GFL Limited**

**NOTICE** is hereby given that the **34<sup>th</sup> (THIRTY FOURTH) ANNUAL GENERAL MEETING** of Members of GFL Limited ('Company') will be held on **Tuesday, 28<sup>th</sup> September, 2021, at 12:00 Noon (IST)**, through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Audited Financial Statements.

To consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021, the reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 and the report of the Auditors thereon.

#### 2. Re-appointment of Mr. Pavan Jain (DIN: 00030098) as Director of the Company.

To appoint a Director in place of Mr. Pavan Jain (DIN: 00030098) who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. To consider and approve the appointment of Mr. Shashi Kishore Jain (DIN: 00443861) as an Independent Director.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") read

with the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company and any other law as may be applicable, Mr. Shashi Kishore Jain (DIN 00443861), who was appointed as an Additional Director, in capacity of Non-Executive & Independent Director of the Company by circular resolution of the Board of Directors of the Company dated 28<sup>th</sup> May, 2021 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria of Independence as provided under section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five years commencing from 30<sup>th</sup> May, 2021 upto 29<sup>th</sup> May, 2026, whose period of office will not be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered expedient to give effect to this resolution."

#### 4. To consider and approve the appointment of Mr. Siddharth Jain (DIN: 00030202) as a Non-Executive Director.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Articles of Association of the Company and any other law as may be applicable, Mr. Siddharth Jain (DIN: 00030202), whose appointment is recommended by the Nomination and Remuneration Committee and who was appointed as an Additional Director by the Board by circular resolution dated 28<sup>th</sup> May, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Siddharth Jain (DIN: 00030202) as a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of Directors by way of rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered expedient to give effect to this resolution.”

**5. To consider and approve the acceptance of an Irrevocable and without recourse Indemnity Cum Corporate Guarantee to be executed in favour of the Company by Gujarat Fluorochemicals Limited and INOX Wind Energy Limited.**

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

**“RESOLVED THAT** in compliance with provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company’s Policy on Related Party Transactions, the Members do hereby approve the acceptance of an Irrevocable And Without Recourse Indemnity Cum Corporate Guarantee to be executed in favour of the Company by Gujarat Fluorochemicals Limited and INOX Wind Energy Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to determine, the finalize and execute all agreements, deeds, documents

and writings for the purposes aforesaid and to do all acts, deeds and things in this connection and incidental as the Board of Directors in its absolute discretion may deem fit.

**RESOLVED FURTHER THAT** Mr. Devendra Kumar Jain, Managing Director, Mr. Pavan Jain, Director and Mr. Siddharth Jain, Director of the Company be and are hereby also severally authorized to take all such steps and to do and cause to be done all such acts, deeds, matters and things for and on behalf of the Company as may be necessary, proper or expedient, in connection with the foregoing.”

**6. To consider and approve shifting of Registered Office of the Company from the “State of Gujarat” to “State of Maharashtra”:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Gujarat to the State of Maharashtra within the jurisdiction of the Registrar of Companies at Mumbai.

**RESOLVED FURTHER THAT** the Registered Office Clause (Clause II) of the Memorandum of Association of the Company be substituted with the following clause:

- II. The Registered Office of the Company will be situated in the State of Maharashtra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/ or any other person so authorized by the Board, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according

approval, consent as may be considered necessary and to appoint counsels/consultants and advisors and to file applications/ petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**7. To consider and approve the amendment in the Main Objects Clause 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 Section 4, 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Gujarat and all other relevant authorities to append following sub clause (9) after sub clause (8) of clause III (A) of the Memorandum of Association of Company:

- (a) To carry on the business or profession of stock broker, sub-broker, dealer, jobber, market maker, portfolio manager, underwriter, dealers or broker or agent in securities, financial instruments, capital market/money market instruments of all kinds, company deposits, mutual funds, national saving certificates and other government securities issued or guaranteed by a body corporate, company, public sector company, Government, Municipality or anybody in India or abroad whether they are listed or not for the time being, and to acquire or takeover the business of any individual, partnership or corporate body, carrying on business/profession, as brokers, sub-brokers, underwriters, jobbers, members, agents, traders of all types of shares and stock and to hold one or more membership of any recognized stock exchange of India/OTC Exchange of India/National Stock Exchange of India.
- (b) To acquire, hold, sell, buy or otherwise deal in any shares, units, stocks, debentures, debenture-stock,

bonds, mortgages, obligations and other securities by original subscription, tender, purchase, charge gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchase and sell above mentioned securities.

- (c) To undertake the activities as a Depository Participant and for that purpose to obtain the membership of the Depositories in India and to do all such things as may be advised, permitted or required for this purpose with prevailing Act/Regulations/Laws.
- (d) To develop repair, improve, extend, maintain, manage, mortgage, charge, exchange, sell, assign, transfer, lease out, dispose off or turn to account, or otherwise deal with the whole or any part of the Company's property and assets.
- (e) To become members and participate in trading, settlement and other activities of commodity exchange/s (including national, multi-commodity exchange/s) facilitating for itself or for clients, trades and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors of the Company, Company Secretary of the Company or Chief Financial Officer of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Gujarat.”

**By Order of the Board of Directors**

**For GFL Limited**

**Bhavi Shah**

**Company Secretary**

**Place:** Vadodara

**Date:** 11<sup>th</sup> August, 2021

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 ('SEBI Circulars'), have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rules made there under, as amended from time to time, read with MCA Circulars, SEBI Circulars and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the AGM of the Company is scheduled to be held on Tuesday, 28<sup>th</sup> September, 2021, at 12:00 noon (IST) through VC/OAVM.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, IN PURSUANCE OF SECTION 112 AND SECTION 113 OF THE COMPANIES ACT, 2013, REPRESENTATIVES OF THE MEMBERS SUCH AS THE PRESIDENT OF INDIA OR THE GOVERNOR OF A STATE OR BODY CORPORATE CAN ATTEND THE AGM THROUGH VC/OAVM AND CAST THEIR VOTES THROUGH E-VOTING.**
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. The Statement pursuant to Section 102 (1) of the Act, in respect of special business as per Item No. 3 to 7 hereinabove is annexed hereto.
5. Information as required to be provided under the Secretarial Standard – 2 / Regulation 36(3) of the Listing Regulations, in respect of a Directors being appointed /re-appointed is annexed hereto.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM facility.
7. Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company at [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com).
8. 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 Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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.
10. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 34<sup>th</sup> AGM along with the Annual Report 2020-21 has been uploaded on the website of the Company at [www.gfllimited.co.in](http://www.gfllimited.co.in) under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
11. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the MCA. Accordingly, no resolution is proposed for ratification of

appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 28<sup>th</sup> September, 2017.

12. As per Regulation 40 of the Listing Regulations, as amended, Securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 1<sup>st</sup> April, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
13. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report for Financial Year 2020-21 of your Company has been sent via Electronic Mode (E-mail) to the Members whose E-mail ID was made available to us by the Depositories. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents.

**14. Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**

- A. For Members holding shares in Physical – please provide necessary details like Folio No., Name of Member, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com) / RTA at [vadodara@linktime.co.in](mailto:vadodara@linktime.co.in).
- B. For Members holding shares in Demat - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com) / RTA at [vadodara@linktime.co.in](mailto:vadodara@linktime.co.in).
15. In compliance with 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 the Listing Regulations, as amended and MCA Circulars, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.

16. Members will be provided with the facility for voting through electronic voting system during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
17. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, 21<sup>st</sup> September, 2021 (cut-off date) shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date should follow the same procedure of e-Voting as mentioned below.

18. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

**A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of the Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- iii. Further, Shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbances during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connected via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. 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 [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com).

- vi. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com). These queries will be replied to by the Company suitably by email.
- vii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **B. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The remote e-voting period will commence on Saturday, 25<sup>th</sup> September, 2021 at 09:00 a.m. and ends on Monday, 27<sup>th</sup> September, 2021 at 05:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 21<sup>st</sup> September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to

provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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; Email 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30



- (vii) Login method for e-Voting and joining virtual meeting for shareholders.
- (viii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ix) Click on “Shareholders” tab.
- (x) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (xi) Next enter the Image Verification as displayed and Click on Login.
- (xii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (xiii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company at <a href="mailto:secretarial@inoxmovies.com">secretarial@inoxmovies.com</a> / RTA at <a href="mailto:vadodara@linkintime.co.in">vadodara@linkintime.co.in</a> .
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (X).

- (xiv) After entering these details appropriately, click on “SUBMIT” tab.
- (xv) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xvi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xvii) Click on the EVSN for ‘GFL LIMITED’.
- (xviii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xx) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xxi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xxii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xxiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. 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.

- iii. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
- iv. Shareholders 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.

In case you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542/43).

All grievances connected with the facility for voting by electronic means may be addressed to

Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing,

25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of Tuesday, 21<sup>st</sup> September, 2021. For all others who are not holding shares as on cut-off date and receive the Annual Report of the Company, the same is for their information.

19. Mr. Sushil Samdani, Practicing Company Secretary (FCS: 3677; CP: 2863) and failing him

Mr. Suresh Kumar Kabra, Practicing Company Secretary (ACS: 9711; CP: 9927) have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in

the employment of the Company and make not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gflimited.co.in](http://www.gflimited.co.in) and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited.

20. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Link Intime India Pvt. Limited, Unit: GFL Limited, 1<sup>st</sup> Floor, Opp. HDFC Bank, B Tower, 102B and 103, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.
  21. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance, so as to enable the Company to keep the information ready.
  22. Pursuant to provisions of Section 124 of the Companies Act, 2013, The dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company. Members may visit the Company's website [www.gflimited.co.in](http://www.gflimited.co.in) for tracking details of any unclaimed amounts, pending transfer to IEPF.
- Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
23. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
  24. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice and the Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, 28<sup>th</sup> September, 2021. Members seeking to inspect such documents can send an email to [secretarial@inoxmovies.com](mailto:secretarial@inoxmovies.com).
  25. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes through remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.

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

### Item No. 3

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee by its circular resolution dated 28<sup>th</sup> May, 2021, appointed Mr. Shashi Kishore Jain (DIN: 00443861) as an Additional and Independent Director for a tenure of five years with effect from 30<sup>th</sup> May, 2021 up to 29<sup>th</sup> May, 2026 pursuant to Section 161 of the Act.

In the opinion of the Board his experience in the industry will add tremendous value to the Board and the Company. In the opinion of the Board, Mr. Shashi Kishore Jain fulfils the conditions for his appointment as an Independent Director as specified in the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and he is independent of the management.

As an Additional Director, Mr. Shashi Kishore Jain holds office till the date of this AGM and is eligible for being appointed as an Independent Director of the Company. The Company has received necessary declaration(s) from Mr. Shashi Kishore Jain confirming that he meets the criteria of Independence as prescribed under the Act and Listing Regulations.

The Company has also received Mr. Shashi Kishore Jain's consent to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The resolution seeks the approval of Members for the appointment of Mr. Shashi Kishore Jain as an Independent Director of the Company up to 29<sup>th</sup> May, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. Further, in terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director of the Company.

As per the provisions of Section 161 of the Act, an Additional Director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a Director by the Members. The Board, by its circular resolution dated 28<sup>th</sup> May, 2021, appointed Mr. Shashi Kishore Jain as an Additional and Independent Director who holds office up to the ensuing AGM. Accordingly, his appointment is placed for the approval of Members.

A copy of the draft letter for the appointment of the Director as Independent Director setting out the terms and conditions would be available for electronic inspection without any fee by the Members and the same has also been put up on the Company's website at <https://www.gflimited.co.in/pdf/2016-17/Appointment%20Letter%20-%20Mr.%20Shashi%20Kishore%20Jain.pdf>

Except Mr. Shashi Kishore Jain, being the appointee, or his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of all the Directors seeking appointment / re-appointment / revision in remuneration at the Annual General Meeting, is provided in the Annexure to this Notice and forms part of the Statement.

The Board of Directors recommends the Ordinary Resolution set out at Item No.3 of the Notice for the approval of the Members.

### Item No. 4

Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee by its circular resolution dated 28<sup>th</sup> May, 2021, appointed Mr. Siddharth Jain (DIN: 0030202) as Additional Director of the company till the date of the next annual general meeting.

Accordingly, in terms of the requirements of Section 149,152,160 and 161 and any other applicable provisions of Companies Act, 2013 approval of the members of the company is required for appointment of Mr. Siddharth Jain as Director of the company liable to retire by rotation.

Further, in terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director of the Company.

Except Mr. Siddharth Jain, being the appointee or his relatives, Mr. Devendra Kumar Jain, Managing Director (Grandfather of Mr. Siddharth Jain) and Mr. Pavan Jain, Director (Father of Mr. Siddharth Jain), none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of all the Directors seeking appointment / re-appointment / revision in remuneration at the Annual General Meeting, is provided in the Annexure to this Notice and forms part of the Statement.

The Board of Directors recommends the Ordinary Resolution set out at Item No.4 of the Notice for the approval of the Members.

#### Item No.5

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Regulations 2(zc) and 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions, the Company is required to obtain the prior approval of the Board, and in the event that the transaction with a related party is a material related party transaction, then the Company is required to obtain the prior approval of the members.

Gujarat Fluorochemicals Limited and INOX Wind Energy Limited are required to execute an Irrevocable and without Recourse Indemnity Cum Corporate Guarantee in favour of the Company in the following circumstances:-

- a. **Firstly** in connection with the order dated 4<sup>th</sup> July, 2019 passed by the National Company Law Tribunal ("**NCLT**"), Ahmedabad Bench, whereby the NCLT sanctioned a scheme of arrangement ("**2019 Scheme**") between the Company (then known as Gujarat Fluorochemicals Limited) (referred to therein as the "**Demerged Company**") and INOX Fluorochemicals Limited (therein referred to as the "**Resulting Company**") for the demerger of the Chemical Business Undertaking (as therein defined) that was carried on by the Company into INOX Fluorochemicals Limited and the renaming of the said INOX Fluorochemicals Limited as Gujarat Fluorochemicals Limited, being Company herein and NCLT's approval that the name of the Demerged Company be changed to GFL Limited and
- b. **Secondly** in connection with the order dated 25<sup>th</sup> January, 2021, NCLT Ahmedabad Bench, whereby NCLT has sanctioned a composite scheme ("**2021 Scheme**") under which the NCLT has approved the amalgamation of INOX Renewables Limited, a public limited company incorporated on 11<sup>th</sup> November, 2010, bearing CIN No. U40100GJ2010PLC062869 with the Company and the demerger of the Demerged Undertaking (as defined therein), comprising of the Renewable Energy Business

(as defined therein) and the demerger thereafter of the Demerged Undertaking comprising of the Renewable Energy Business unto INOX Wind Energy Limited and

- c. **Thirdly** in connection with any liability that may arise or attach to the Company on account of any act of omission or commission in the management of the Company prior to 22<sup>nd</sup> May, 2021, that are not related to or concerning the entertainment business (INOX Leisure Limited) and the infrastructure business (INOX Infrastructure Limited) (hereinafter referred to as the "**Retained Business**") that is retained with the Company post the 2019 and the 2021 Schemes, then the same is required to be guaranteed jointly and severally by Gujarat Fluorochemicals Limited and INOX Wind Energy Limited.
- d. The Indemnity cum Corporate Guarantee will be of ~ ₹ 76 Crores and the same shall be increased if the liabilities as aforesaid increases subsequently.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a related party transaction is defined to mean "*a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.....*". Whilst there is no transfer of any resources in favour of the Company at the time when the Irrevocable And Without Recourse Indemnity Cum Corporate Guarantee is executed in favour of the Company, the Board is of the view that it would be desirable for the Members to consider and approve of the proposed transaction so as to alleviate any technical issues that may arise in the event of invocation of the aforesaid Irrevocable And Without Recourse Indemnity Cum Corporate Guarantee and payment of monies to the Company thereunder.

In the circumstances the Board recommends the adoption of the resolution for acceptance of the Irrevocable and without Recourse Indemnity Cum Corporate Guarantee as the same is in the best interest of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out except to the extent to their shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No.5 of the Notice for the approval of the Members

**Item No. 6**

Presently, Registered Office of the Company is situated in the State of Gujarat whereas most of the operational activities of the Company are carried out from Mumbai. For ease of liaising with common regulatory authorities and to meet other compliance requirements smoothly, the Company proposes to shift its registered office to the State of Maharashtra within the Jurisdiction of Registrar of Companies, Mumbai. The Board of Directors of the Company in its meeting held on 28<sup>th</sup> June, 2021 approved to shift the Registered Office of the Company from the "State of Gujarat" to the "State of Maharashtra" subject to approval of Members of the Company and the Central Government (power delegated to Regional Director).

Shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

Pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of the Registered Office Clause (Clause II) of the Memorandum of Association (the "MOA") of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out except to the extent to their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No.6 of the Notice for the approval of the Members.

**Item No.7**

The Company was engaged into various businesses like Chemical Business, Wind Energy Business, Cinema Exhibition Business etc. By a Scheme of Arrangement effective from 16<sup>th</sup> July, 2019, Company has demerged its Chemical Business and By a Composite Scheme of arrangement effective from 9<sup>th</sup> February, 2021, Company has demerged its Renewable Energy Business. Right now the Company is having its investments in the subsidiary companies INOX Leisure Limited and INOX Infrastructure Limited. The Company proposes to undertake the business of Brokerage/ Commission and a business of distribution of Investment products including but not limited to Mutual Funds, Bonds, Debentures and Fixed deposits. To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of sub-clause (9) after the existing sub-clause (8) of Clause III (A) as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies and any other statutory or Regulatory authority, as may be necessary. Further, it is proposed to approve, ratify and confirm all actions taken by the Board in all respects in connection with any matter related to abovementioned purpose.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out except to the extent to their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No.7 of the Notice for the approval of the Members.

## Annexure

**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**

<b>Name of Director</b>	<b>Mr. Pavan Jain</b>	<b>Mr. Shashi Kishore Jain</b>	<b>Mr. Siddharth Jain</b>
Brief Resume	Mr. Pavan Jain, is a Chemical Engineer from IIT, New Delhi, and an industrialist with over 46 years of experience. As the Managing Director of INOX Air Products Limited, Pavan Jain has steered the company's growth from a single plant business to one of the leading players in the domestic industrial gases business. In addition, Mr. Pavan Jain has been instrumental in diversifying the INOX Group into various industries such as Refrigerant Gases, Chemicals, Cryogenic Engineering and Entertainment.	Mr. Shashi Kishore Jain comes with more than 50 years of work experience. He completed his B.Sc. (Engg.) - Electrical from Delhi College of Engineering, Delhi in 1971. He has worked as Plant Development Engineer responsible for Revamping/ Upgrading the Plant and Equipment and involved in the New Projects/Plant. He has independently handled the JV Company overseas for supply of Plant, Equipment and Technology Transfer for Telecommunication Cable Industry. He was responsible for setting up a unit for the manufacture of Industrial gases, Managing the Production & Marketing of Industrial Gases. He is also providing consultation for setting up a large gas manufacturing unit for industrial and medical gases	Mr. Siddharth Jain joined the Group in 2001 and has been actively involved in the Group's strategic planning & business development initiatives. He is directly responsible for the Industrial Gases, Entertainment and Cryogenics Equipment Manufacturing businesses.  Under his management, each of these companies today have achieved leadership positions in their respective industries.  He is an Alumnus of University of Michigan Ann Arbor, with a degree in Mechanical Engineering and has an MBA from INSEAD. He is a Member at the World Economic Forum at Davos. He is also a Member of Young Presidents' Organization & President of the Gas Industries Association of India. He is involved in various social work through his family's Foundation and is an avid golfer.
Date of Birth	17 <sup>th</sup> May, 1951	5 <sup>th</sup> June, 1949	21 <sup>st</sup> September, 1978
Age	70 Years	72 Years	42 Years
Date of first appointment on the Board	12 <sup>th</sup> August, 2004	30 <sup>th</sup> May, 2021	30 <sup>th</sup> May, 2021
Directors Identification Number	00030098	00443861	00030202
Qualification	Chemical Engineer from IIT, New Delhi	Degree in Electrical Engineering from Delhi College of Engineering	Mechanical Engineering from University of Michigan Ann Arbor, and MBA from INSEAD

<b>Name of Director</b>	<b>Mr. Pavan Jain</b>	<b>Mr. Shashi Kishore Jain</b>	<b>Mr. Siddharth Jain</b>
Experience / Expertise in Specific Functional Area	Mr. Pavan Jain has been a director on our Board since 2004. Mr. Pavan Jain is Non-Executive Director of our Company and holds a bachelor's degree in Chemical Engineering from Indian Institute of Technology, Delhi. Mr. Pavan Jain has been instrumental in diversifying the INOX Group into various industries such as Refrigerant Gases, Chemicals, Cryogenic Engineering and Entertainment. He has over 46 years of experience.	He has over 50 Years of work experience. He was responsible for setting up a unit for the manufacture of Industrial gases, Managing the Production & Marketing of Industrial Gases. He is also providing consultation for setting up a large gas manufacturing unit for industrial and medical gases.	Mr. Siddharth Jain has over 20 years of work experience in various management positions. Mr. Siddharth Jain has Been actively involved in the Groups' Strategic Planning & Business Development initiatives.
Directorship held in other Companies	<ul style="list-style-type: none"> <li>• INOX Leisure Limited</li> <li>• INOX Air Products Private Limited</li> <li>• INOX Leasing and Finance Limited</li> <li>• INOX India Private Limited</li> <li>• INOX Infrastructure Limited</li> </ul>	<ul style="list-style-type: none"> <li>• INOX Infrastructure Limited</li> </ul>	<ul style="list-style-type: none"> <li>• INOX Air Products Private Limited</li> <li>• INOX Leasing and Finance Limited</li> <li>• INOX India Private Limited</li> <li>• INOX Leisure Limited</li> <li>• Megnasolace City Private Limited</li> <li>• INOX Infrastructure Limited</li> </ul>
Membership / Chairmanship of other Companies	<ul style="list-style-type: none"> <li>• GFL Limited (Member of Stakeholders Relationship Committee)</li> <li>• INOX Leasing and Finance Limited (Member and Chairman of Stakeholders Relationship Committee &amp; Audit Committee)</li> <li>• INOX Leisure Limited (Member of Stakeholders Relationship Committee)</li> <li>• INOX Infrastructure Limited ( Member of Audit Committee)</li> <li>• INOX Air Products Pvt. Ltd. (Member and Chairman of Stakeholders Relationship Committee and Audit Committee)</li> </ul>	<ul style="list-style-type: none"> <li>• INOX Infrastructure Limited (Member of Audit Committee)</li> </ul>	<ul style="list-style-type: none"> <li>• INOX Leasing and Finance Limited (Member of Stakeholders Relationship Committee and Audit Committee)</li> <li>• INOX Air Products Private Limited (Member of Stakeholders Relationship Committee and Audit Committee )</li> <li>• INOX Leisure Limited (Member of Stakeholders Relationship Committee and Audit Committee)</li> </ul>
The Number of Meeting of the Board Attended during the year	1 out of 5	NA	NA
Remuneration last drawn	0.20 lakhs by way of sitting fees	Nil	Nil



<b>Name of Director</b>	<b>Mr. Pavan Jain</b>	<b>Mr. Shashi Kishore Jain</b>	<b>Mr. Siddharth Jain</b>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Devendra Kumar Jain, Managing Director is father of Mr. Pavan Jain. Mr. Siddharth Jain, Director is son of Mr. Pravan Jain.	None	Mr. Devendra Kumar Jain, Managing Director is a grandfather of Mr. Siddharth Jain.  Mr. Pavan Jain, Director of the Company is father of Mr. Siddharth Jain.
Shareholding in the Company	20,100 shares	Nil	20,000 Shares