

July 09, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001

Scrip Code: 532504

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Symbol: NAVINFLUOR

Dear Sir / Madam,

Sub.: Notice of the 26th Annual General Meeting of the Company

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Notice of the 26th Annual General Meeting ('the AGM') of the Company scheduled to be held on Thursday, August, 01, 2024 at 3.00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means to transact the Business Items as mentioned in the Notice convening the AGM.

The Notice of the AGM is being sent today through electronic mode to the Members of the Company whose e-mail addresses are registered with KFin Technologies Limited / respective Depository Participants in accordance with the relevant Circulars of MCA and SEBI.

Members of the Company holding shares either in physical form or in dematerialised form as on Thursday, July 25, 2024, i.e. Cut-Off Date, are eligible to attend the AGM and cast their votes on the Business Items/Resolutions. The remote e-voting period commences on July 28, 2024 (9:00 A.M. IST) and ends on July 31, 2024 (5:00 P.M. IST). The detailed instructions regarding remote e-voting, participation in the e-AGM and e-voting at the AGM are specified in the Notes annexed to the Notice of the AGM.

This intimation is also being made available on the Company's website at www.nfil.in.

Kindly take the above information on your record.

Thanking You,

Yours faithfully,

For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad

President Legal and Company Secretary

Encl.: a/a

Notice of the 26th Annual General Meeting

NOTICE is hereby given that the 26th Annual General Meeting ('AGM') of the Members of Navin Fluorine International Limited ('the Company') will be held on Thursday, August 01, 2024 at 3.00 P.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Annual Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 along with the notes forming part thereof and the Report of the Board and the Auditors thereon
- To declare final dividend of ₹7/- per Equity Share for the financial year 2023-24
- To not fill the vacancy caused by the retirement of Mr. Mohan M. Nambiar (DIN: 00046857), Non-Executive Non-Independent Director, who retires by rotation and in this regard, to consider and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the Articles of Association of the Company, as amended from time to time, approval be and is hereby accorded for not filling the vacancy caused by the retirement of Mr. Mohan M. Nambiar (DIN: 00046857), Non-Executive Non-Independent Director, who is liable to retire by rotation at this Annual General Meeting, and though eligible for re-appointment, does not offer himself for re-appointment as Director."

SPECIAL BUSINESS:

- To appoint Mr. Nitin G. Kulkarni (DIN: 03042587) as Director of the Company and in this regard, to consider and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Mr. Nitin G. Kulkarni (DIN: 03042587), who has been appointed by the Board of Directors as

an Additional Director of the Company with effect from June 24, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received notices in writing from Members under Section 160 of the Act, proposing his candidature as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

- To appoint Mr. Nitin G. Kulkarni (DIN: 03042587) as Managing Director of the Company and in this regard, to consider and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ('the Act'), Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, as amended from time to time, Mr. Nitin G. Kulkarni (DIN: 03042587) be and is hereby appointed as the Managing Director of the Company for 5 (five) consecutive years commencing from June 24, 2024 to June 23, 2029, liable to retire by rotation, on the terms and conditions (including remuneration), as mentioned in the letter of appointment dated June 03, 2024 and Explanatory Statement annexed to this Resolution.

RESOLVED FURTHER THAT the Board of Directors may alter or vary the terms of appointment, salary, perquisites and commission payable in such manner as the Board in its discretion deems fit and is acceptable to Mr. Kulkarni provided that such alterations are within the overall limits of managerial remuneration as specified in Section 197 of the Act and Schedule V to the Act.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

- To appoint Mr. Abhijit J. Joshi (DIN: 07115673) as Independent Director of the Company and in this regard, to consider and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ('the Act'), Schedule IV of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Articles of Association of the Company, as amended from time to time, Mr. Abhijit J. Joshi (DIN: 07115673), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from May 07, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who satisfies the criteria of independence as specified in the Act and SEBI Listing Regulations, and in respect of whom, the Company has received notices in writing from Members under Section 160 of the Act, proposing his candidature as a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 07, 2024 and ending on May 06, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

- To appoint Mr. Sunil S. Lalbhai (DIN: 00045590) as Non-Executive Non-Independent Director of the Company and in this regard, to consider and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Mr. Sunil S. Lalbhai (DIN: 00045590), who has been appointed by the Board of Directors as an Additional Director of the Company with effect from June 25, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received notices in writing from Members under Section 160 of the Act,

proposing his candidature as a Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

- To ratify remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for Financial Year 2024-25 and in this regard, to consider and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, as amended from time to time, payment of remuneration of ₹5,50,000/- (INR Five Lakhs and Fifty Thousand only) and reimbursement of out-of-pocket expenses incurred for the purpose of cost audit and applicable taxes, to B. Desai & Co. (Firm Registration No. 005431), Cost Auditors, for conducting the audit of Cost Records relating to the chemical products manufactured by the Company for the financial year from April 01, 2024 to March 31, 2025, be and is hereby ratified."

- To approve raising of funds not exceeding ₹750 Crores and in this regard, to consider and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions of the Companies Act, 2013 ('Companies Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('ICDR Regulations') and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and

Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹2 each of the Company ('Equity Shares') are listed, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and Foreign Exchange Management (Debt Instruments) Regulations, 2019, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the current Consolidated FDI Policy (effective from October 15, 2020), (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ('GOI'), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) ('FCCB Scheme') and the Depository Receipts Scheme, 2014 ('GDR Scheme') and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) from time to time, issued by GOI, Ministry of Corporate Affairs ('MCA'), the Reserve Bank of India ('RBI'), BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges'), the Securities and Exchange Board of India ('SEBI'), the Registrar of Companies, Maharashtra at Mumbai and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, (hereinafter singly or collectively referred to as the 'Appropriate Authorities') to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of

the Company (hereinafter referred to as the 'Board' which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, Global Depository Receipts ('GDRs'), American Depository Receipts ('ADRs'), Foreign Currency Convertible Bonds ('FCCBs') and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as 'Securities'), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹750 Crores (INR Seven Hundred and Fifty Crore only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more qualified institutional placement of Equity Shares ('QIP') in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/ or combination thereof as may be considered appropriate under applicable law, to such investors who may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ('QIBs') (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular ('Offering Circular') as may be

deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/ or as may be permitted by Appropriate Authorities with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the 'Issue') at the time of such issue and allotment considering the prevailing market conditions and other relevant factors and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof and the same be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (c) the number and/ or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations:

- (a) the allotment of Securities shall only be made to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations ('QIBs');
- (b) the allotment of the Equity Shares, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the ICDR Regulations, Companies Act, and/ or applicable laws;
- (c) the Securities shall not be eligible to be sold by the allottee for a period of 365 days from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations;
- (d) in the event that convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board or a duly authorized committee thereof decides to open the issue of such convertible securities and/ or warrants or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations;
- (e) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations;
- (f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations;
- (g) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹250 crores) or

five (in case the issue size is more than ₹250 crores), as applicable, or in a manner as may be prescribed from time to time under the ICDR Regulations;

- (h) no partly paid-up Equity Shares or other Securities shall be issued/allotted;
- (i) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations; and
- (j) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, or ADRs/GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the ADR / GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or in accordance with any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions

by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, inter alia, to approve the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, and file/submit the same with any applicable regulatory authorities or agencies (as may be required), to determine the form and manner of the Issue and take such steps and to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time), to identify the class of the investors to whom the Securities are to be offered and to approve the utilization of the issue proceeds, in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the eligible Securities are to be allotted, number of eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of eligible Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to constitute and delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any committee of Directors or any Director(s) or any Key Managerial Personnel of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as

they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in regard to the Issue.”

By order of the Board of Directors
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad
President Legal and Company Secretary
Membership No.: ACS 9727

Date: June 29, 2024
Place: Mumbai

Registered Office:
Office No. 602, 6th Floor, Natraj by Rustomjee,
Near Western Express Highway,
194, Sir Mathuradas VasANJI Road,
Andheri (East), Mumbai 400069, India
Tel: +91 22 6650 9999; Fax: +91 22 6650 9800
E-mail ID: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 9 of the accompanying Notice of AGM:

Item No. 3

Not filling the vacancy caused by the retirement of Mr. Mohan M. Nambiar (DIN: 00046857), Non-Executive Non-Independent Director, who retires by rotation:

At the 24th Annual General Meeting held on July 27, 2022, the Members of the Company re-appointed Mr. Mohan M. Nambiar (DIN: 00046857) as Non-Executive Non-Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, notwithstanding that he had attained the age of 75 years. Mr. Mohan M. Nambiar was initially appointed on the Board of the Company w.e.f. March 03, 2003.

In terms of the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Nambiar is liable to retire by rotation at this Annual General Meeting, and is eligible for re-appointment, but does not offer himself for re-appointment as Director as due to his age, he has chosen to gradually reduce his engagements.

The Company places on record its appreciation for the invaluable services rendered and guidance provided by Mr. Nambiar during his tenure with the Company of more than 21 years.

It is proposed not to fill the vacancy caused by the retirement of Mr. Nambiar and accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 4

Appointment of Mr. Nitin G. Kulkarni (DIN: 03042587) as Director of the Company:

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its

Meeting held on June 03, 2024, appointed Mr. Nitin G. Kulkarni (DIN: 03042587) as an Additional Director of the Company to hold office w.e.f. June 24, 2024 up to the date of this Annual General Meeting. In this regard, Mr. Kulkarni has consented to his appointment and the Company has received declarations from Mr. Kulkarni, inter-alia, confirming that he is eligible and does not suffer from any disqualifications for his appointment as Director. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority. The Company has received notices from Members under Section 160 of the Act, proposing his appointment as a Director. Brief Profile of Mr. Kulkarni and other relevant details are furnished in the Annexure which forms part of this Notice.

Having regard to qualification, knowledge and extensive experience of Mr. Kulkarni, his appointment on the Board of the Company as Director will be in the interest of the Company and accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Kulkarni, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 5

Appointment of Mr. Nitin G. Kulkarni (DIN: 03042587) as Managing Director of the Company:

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on June 03, 2024, appointed Mr. Nitin G. Kulkarni (DIN: 03042587) as an Additional Director of the Company to hold office w.e.f. June 24, 2024 up to the date of this Annual General Meeting. Mr. Kulkarni was also appointed as Managing Director and Key Managerial Personnel of the Company for a term of 5 (five) consecutive years commencing from June 24, 2024 and ending on June 23, 2029, subject to approval of the Members of the Company, liable to retire by rotation. In this regard, Mr. Kulkarni has consented to his appointment and the Company has received declarations from Mr. Kulkarni, inter-alia, confirming that he is eligible and does not suffer from any disqualifications for his appointment as Director and Managing Director, and meets the criteria for appointment as Managing Director as prescribed under the Act. He has not

been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

Brief profile of Mr. Kulkarni and other relevant details are furnished in the Annexure which forms part of this Notice.

Proposed appointment of Mr. Kulkarni is based on the terms and conditions as mentioned in the letter of appointment dated June 03, 2024, which is subject to approval of Members, and includes the following:

Sr. No.	Remuneration	Amount
I (a)	Basic Salary	₹ 1.55 Crores per annum
(b)	Perquisites and Allowances	The aggregate monetary value of which shall not exceed ₹2.53 Crores per annum. These Perquisites and Allowances would be in addition to the items mentioned in clause 'c', 'd', 'e' and 'f' below:
(c)	Additional Perquisites	(i) Fully furnished house or House Rent not exceeding ₹0.78 Crores per annum in lieu thereof. (ii) Mediclaim Policy, Personal Accident Insurance, Leave Travel Concession and Club Membership Fees as per the Rules of the Company. Perquisites shall be valued as per Income Tax Rules, wherever applicable and in absence of any such Rules, perquisites shall be valued at actual cost.
(d)	(i) Contribution to: Provident Fund, Annuity Fund or Superannuation Fund	As per the Rules of the Company.
	(ii) Gratuity payable	At the rate not exceeding half a month's salary for each completed year of service.
	(iii) Encashment of leave at the end of the tenure	As per Rules of the Company.
(e)	Apart from remuneration, Mr. Kulkarni will be entitled to:	(i) Free use of the Company's car for the business of the Company with reimbursement of driver's salary. (ii) Free telephone facility at residence and use of mobile phone facility. (iii) Reimbursement of expenses actually and properly incurred by him for the business of the Company.
(f)	Stock Options under the Employees' Stock Option Schemes of the Company	At market price viz. the latest available closing price on the Stock Exchange (on which the equity shares of the Company are listed) having higher trading volume on the date immediately prior to the date of the meeting in which the grant is made.
II.	Commission	Up to 1% of the annual net profits of the Company, as may be decided by the Board, at the end of each financial year during his tenure, computed in the manner laid down in Section 198 of the Act subject to the ceiling laid down in Section 197 of the Act on the total remuneration.
III.	Minimum remuneration in case of absence / inadequacy of profits	In case of absence or inadequacy of profits in any financial year of the Company during June 24, 2024 to June 23, 2029, Mr. Kulkarni will be entitled to such salary, perquisites and allowances as the minimum remuneration, subject to such approvals as may be required under Schedule V to the Act. The perquisites mentioned in Para I(d) above shall not be included in the computation of the ceiling on minimum remuneration.
IV.	No Sitting Fees	Mr. Kulkarni shall not be entitled to receive any sitting fees for attending the Meetings of the Board of Directors or any Committees thereof.

The Board may alter or vary the above referred terms of appointment, salary, perquisites and commission payable in such manner as the Board in its discretion deems fit and is acceptable to Mr. Kulkarni provided that such alterations are within the overall limits of managerial remuneration as specified in Section 197 of the Act and Schedule V to the Act, as amended from time to time.

Having regard to qualifications, knowledge and extensive experience of Mr. Kulkarni, his appointment on the Board of the Company as Managing Director will be in the interest

of the Company. A copy of the letter of appointment of Mr. Kulkarni as referred to above, which is subject to approval of the Members of the Company, is available for inspection by the Members. Members seeking to inspect the same can send an email to investor.relations@nfil.in. The Board of Directors recommends passing of the Ordinary Resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Kulkarni, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 6

Appointment of Mr. Abhijit J. Joshi (DIN: 07115673) as Independent Director of the Company:

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on May 07, 2024, appointed Mr. Abhijit J. Joshi (DIN: 07115673) as an Additional Director of the Company to hold office up to the date of this Annual General Meeting. Mr. Joshi was also appointed as Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 07, 2024 and ending on May 06, 2029, subject to approval of the Members of the Company, not liable to retire by rotation. In this regard, Mr. Joshi has consented to his appointment and the Company has received declarations from Mr. Joshi, inter-alia, confirming that he is eligible and does not suffer from any disqualifications for his appointment as Director and Independent Director, and meets the criteria of independence as prescribed under Section 149 of the Act and SEBI Listing Regulations. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority. Accordingly, in the opinion of the Board, he fulfils the conditions for appointment as Independent Director and he is independent of the Management.

The Company has received notices from Members under Section 160 of the Act proposing his appointment as a Director. Brief Profile of Mr. Joshi and other relevant details are furnished in the Annexure which forms part of this Notice.

A copy of the letter of appointment of Mr. Joshi, which is subject to approval of the Members of the Company, is available for inspection by the Members. Members seeking to inspect the same can send an email to investor.relations@nfil.in.

Having regard to qualifications, knowledge and extensive experience of Mr. Joshi, his appointment on the Board of the Company as an Independent Director will be in the interest of the Company and accordingly, the Board of Directors recommends passing of the Special Resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Joshi, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 7

Appointment of Mr. Sunil S. Lalbhai (DIN: 00045590) as Non-Executive Non-Independent Director of the Company:

At the 21st Annual General Meeting held on June 21, 2019, the Members of the Company appointed Mr. Sunil S. Lalbhai (DIN: 00045590) as Independent Director of the Company for a second term of 5 (five) consecutive years commencing June 25, 2019 to June 24, 2024. Mr. Lalbhai's term as an Independent Director ended on June 24, 2024.

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company, at its Meeting held on May 07, 2024, appointed Mr. Lalbhai as an Additional Director of the Company to hold office up to the date of this Annual General Meeting. Mr. Lalbhai was also appointed as Non-Executive Non-Independent Director of the Company, subject to approval of the Members of the Company, liable to retire by rotation. In this regard, Mr. Lalbhai has consented for his appointment and confirmed that he is eligible and does not suffer from any disqualifications for his appointment as Director. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority. The Company has received notices from Members under Section 160 of the Act proposing his appointment as a Director. Brief Profile of Mr. Lalbhai and other relevant details are furnished in the Annexure which forms part of this Notice.

Having regard to qualifications, knowledge, domain expertise and extensive experience of Mr. Lalbhai, his appointment on the Board of the Company as Non-Executive Non-Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Lalbhai and his relatives, are in any way concerned or interested in the Resolution.

Item No. 8

Ratification of remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for Financial Year 2024-25:

The Company is required to appoint a Cost Auditor for conducting the Cost Audit of the cost records of Chemical Products manufactured by the Company pursuant to Section 148(2) and 148(3) of the Act read with The Companies (Cost Records and Audit) Rules, 2014.

Based on the receipt of consent letter and eligibility certificate and upon recommendations of the Audit Committee, the Board of Directors of the Company has approved the appointment of B. Desai & Co. (Firm Registration No.: 005431), Cost Accountants, as the Cost Auditors of the Company for conducting the Cost Audit of the cost records of Chemical Products manufactured in the Financial Year from April 01, 2024 to March 31, 2025 on a remuneration of ₹5,50,000/- (INR Five Lakhs and Fifty Thousand only) and reimbursement of out-of-pocket expenses incurred for the purpose of Cost Audit and applicable taxes, subject to ratification of such remuneration by the Members of the Company.

As per Section 148(3) of the Act read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors shall be ratified by the Members of the Company. Accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way deemed to be concerned or interested in this Resolution.

Item No. 9

Raising of funds not exceeding ₹750 Crores:

At the 25th Annual General Meeting held on July 31, 2023, the Members of the Company had passed a Special Resolution approving fund raising not exceeding ₹750 crores by way of issuance of equity shares or any other instruments or securities through qualified institutional placement / private placement / public issue / preferential issue or through any other permissible mode or combination thereof, which is valid for 365 days from the date of passing of the Special Resolution i.e. upto July 30, 2024.

The Board of Directors of the Company ('Board') at their Meeting held on June 29, 2024 passed a Resolution approving fund raising not exceeding ₹750 crores by way of issuance of equity shares or any other instruments or securities through qualified institutional placement / private placement / public issue / preferential issue or through any other permissible mode or combination thereof, subject to approval of the shareholders, in order to fulfill the below mentioned objects.

The Company continues to anticipate growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and achieving inorganic growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, the Company intends to undertake a capital raise by way of public or private offerings including one or more qualified institutional placement to eligible investors through an issuance of equity

shares or other eligible securities and use the proceeds from the Issue, towards inter alia, capital expenditure, the pre-payment and / or repayment of debts of the Company or its subsidiaries(s), working capital requirements of the Company or its subsidiaries(s), investment in the subsidiaries(s) and general corporate purposes.

Accordingly, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value ₹2 ('Equity Shares'), Global Depository Receipts ('GDRs'), American Depository Receipts ('ADRs'), Foreign Currency Convertible Bonds ('FCCBs') and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as 'Securities') or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹750 crore (INR Seven Hundred and Fifty Crore only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more Qualified Institutional Placement of Equity Shares ('QIP') in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('ICDR Regulations'). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable laws.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes,

rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges'), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Maharashtra at Mumbai, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutional placement:

- (a) the allotment of Securities shall only be made to qualified institutional buyers ('QIBs') as defined under ICDR Regulations;
- (b) the Special Resolution enables the Board to issue Securities for an aggregate consideration not exceeding ₹750 crore (INR Seven Hundred and Fifty Crore only) or its equivalent in any foreign currency;
- (c) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the ICDR Regulations and applicable laws;
- (d) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (e) the Company shall utilise at least 75% of the proceeds from the Issue (after adjustment of expenses related to the Issue, if any) ('Net Proceeds') towards, inter alia, capital expenditure, the pre-payment and / or repayment of debts of the Company or its subsidiaries(s), working capital requirements of the Company or its subsidiaries(s), investment in the subsidiaries(s), of the Company in accordance with applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Issue shall not be less than the price determined in accordance with the ICDR Regulations;
- (f) the price will be calculated as per the formula prescribed under the ICDR Regulations;
- (g) the 'relevant date' for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case

eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the ICDR Regulations;

- (h) the equity shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (i) the Company shall be eligible to make a QIP if any of its promoters or directors is not a fugitive economic offender;
- (j) the Promoters, member of the Promoter group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP;
- (k) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (l) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;
- (m) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (n) the schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- (o) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, to any persons other than the existing members of the company, such issuance shall be subject to a special resolution. Since the special resolution proposed may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the

Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board

does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board of Directors recommends passing of the Special Resolution at Item No. 9 of the Notice.

None of the Directors, Key Managerial Personnel and/ or their relatives are in any way concerned or interested in the Resolution.

By order of the Board of Directors
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad
President Legal and Company Secretary
Membership No.: ACS 9727

Date: June 29, 2024

Place: Mumbai

Registered Office:

Office No. 602, 6th Floor, Natraj by Rustomjee,
Near Western Express Highway,
194, Sir Mathuradas VasANJI Road,
Andheri (East), Mumbai 400069, India
Tel: +91 22 6650 9999; Fax: +91 22 6650 9800
E-mail ID: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

Brief Profile of the Directors seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India

Name	Mr. Nitin G. Kulkarni	Mr. Abhijit J. Joshi	Mr. Sunil S. Lalbhai
Age	53 years	55 years	64 years
Director's Identification Number	03042587	07115673	00045590
Date of first appointment	June 24, 2024	May 07, 2024	March 03, 2003
Brief Resume – Qualification	Masters in Organic Chemistry from the University of Mumbai	B. Com, LLB and dual qualified Solicitor (in India and England)	Science graduate, M.S. in Chemistry from USA and M.S. in Economic Planning & Policy from Boston University, USA
Expertise in Specific Functional Areas	Mr. Kulkarni has over three decades of rich experience (including working with Navin Fluorine International Limited for 7 years) across the specialty chemicals value chain, specifically covering fluoro-chemicals and CDMO.	Mr. Joshi is Founding and Managing Partner of Veritas Legal, Mumbai and is recognised as a leading corporate lawyer having an experience of over 30 years in the legal field including representing global conglomerates and large private equity houses on numerous complex deals and cases.	Mr. Lalbhai is an experienced industrialist with over 34 years of experience in Chemicals and General Management.
Terms and Conditions of appointment along with details of remuneration sought to be paid and last drawn remuneration	Terms and Conditions are as per the Letter of Appointment. Details of proposed remuneration payable to Mr. Kulkarni are mentioned in the Explanatory Statement. No remuneration was paid to Mr. Kulkarni and hence the details of last drawn remuneration are not applicable.	Terms and Conditions are as per the Letter of Appointment. Mr. Joshi will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he will be a Member/ Chairman and for attending the meetings of Independent Directors and commission which may be approved by the Board of Directors. No remuneration was drawn by him except ₹70,000/- as sitting fee for attending the Board Meetings held on and after his appointment.	Mr. Lalbhai will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he is a Member/ Chairman and commission which may be approved by the Board of Directors. The remuneration paid to him during the financial year ended March 31, 2024 is mentioned in the Corporate Governance Report.
In case of Independent Directors – the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	His qualification, skills, experience and expertise in the legal field (including advisory role in the corporate deals such as M&A) will benefit the Company.	Not Applicable
Other Directorships	Navin Fluorine Advanced Sciences Limited	Step up Charitable Foundation	<ul style="list-style-type: none"> The Bombay Dyeing and Manufacturing Company Limited Amal Limited Pfizer Limited Atul Limited Atul Rajasthan Date Palms Limited Atul Bioscience Limited BAIF Institute for Sustainable Livelihoods and Development
Listed entities from which he/she has resigned in the past three years	Nil	Nil	Nil

Name	Mr. Nitin G. Kulkarni	Mr. Abhijit J. Joshi	Mr. Sunil S. Lalbhai
Membership/ Chairmanship of Committees	Navin Fluorine International Limited Chairman: ESG Steering Committee Member: Risk Management Committee Fund Raising Committee	Nil	Navin Fluorine International Limited Member: Audit Committee Nomination and Remuneration Committee Atul Limited Chairman: Risk Management Committee Member: Stakeholders' Relationship Committee Corporate Social Responsibility Committee Investment Committee The Bombay Dyeing and Manufacturing Company Limited Chairman: Stakeholders' Relationship Committee Member: Nomination and Remuneration Committee Strategic Committee Pfizer Limited Chairman: Stakeholders' Relationship Committee Risk Management Committee Member: Audit Committee Atul Bioscience Limited Member: Nomination and Remuneration Committee Amal Limited Member: Nomination and Remuneration Committee
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Kulkarni is not related to any of the Director or Key Managerial Personnel of the Company.	Mr. Joshi is not related to any of the Director or Key Managerial Personnel of the Company	Mr. Lalbhai is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company held by him including shareholding as a beneficial owner	Nil	Nil	5,275 Equity Shares of ₹2/- each
Number of Board Meetings attended in the Financial Year 2023-24	Not Applicable	Not Applicable	Attended all 9 Meetings held

By order of the Board of Directors
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad
President Legal and Company Secretary
Membership No.: ACS 9727

Date: June 29, 2024
Place: Mumbai

Registered Office:
Office No. 602, 6th Floor, Natraj by Rustomjee,
Near Western Express Highway,
194, Sir Mathuradas VasANJI Road,
Andheri (East), Mumbai 400069, India
Tel: +91 22 6650 9999; Fax: +91 22 6650 9800
E-mail ID: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

NOTES:

- The Ministry of Corporate Affairs ('MCA') has, vide its circular dated September 25, 2023, allowed companies to convene Annual General Meeting ('AGM') through VC / OAVM till September 30, 2024 in accordance with relevant provisions of other applicable Circulars (collectively referred as 'MCA Circulars'). Accordingly, in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.
- 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. However, since the AGM is being held in accordance with the MCA Circulars through VC / OAVM, the facility for appointment of proxies by the Members will not be available.
- As this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Hence, the Attendance Slip and Route Map for the venue of the Meeting are not annexed to this Notice.
- Members attending the AGM through VC / OAVM shall be reckoned for quorum as per Section 103 of the Act.
- All Members, including Institutional Investors, are encouraged to attend and vote at the AGM. An Institutional / Corporate Member is required to send a scanned document of the certified true copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dmz@dmzaveri.com with a copy marked to evoting@nsdl.com or uploaded by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.
- In compliance with MCA Circulars and SEBI Circular, dated October 07, 2023, the Annual Report for FY 2023-24 including the Notice of the AGM is being sent by electronic mode only to those Members whose e-mail addresses are registered with KFinTech/Depository Participants ('DPs'), unless any Member has requested for a physical

copy of the same. Members may note that the Annual Report for FY 2023-24 including the Notice of the AGM will also be available on the Company's website at www.nfil.in/investor/annu_reports.html, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on www.evoting.nsdl.com.

DOCUMENTS RELATING TO NOTICE AND AGM:

- Explanatory Statement setting out material facts concerning the business in respect of Item Nos. 3 to 9 mentioned in the above Notice is annexed to the Notice.
- Brief profile of the Directors seeking appointment as per Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and duly notified by the Central Government is annexed to the Notice.
- Members seeking to inspect the Registers required to be maintained under the Act and all documents referred to in the Notice and Explanatory Statement can send an email to investor.relations@nfil.in.

DIVIDEND AND TDS THEREON:

- The final dividend of ₹7/- per equity share as recommended by the Board of Directors for the Financial Year 2023-24, if declared by the Members of the Company at this AGM, will be paid on or after August 07, 2024.
- Friday, July 05, 2024 is fixed as the Record Date for determining the eligibility of Members entitled for the payment of final dividend for the Financial Year 2023-24, if declared.
- In order to enable the Company to directly credit the dividend amount in the bank accounts:
 - Members holding shares in demat account are requested to update their Bank Account details with their respective DPs.
 - Members holding shares in physical form are requested to submit a covering letter, duly signed relevant ISR forms available at the web-link at <https://www.nfil.in/investor/downloads.html> and <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> along with documents mentioned therein, to KFin Technologies Limited ('KFinTech'), Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, India.

Pursuant to relevant SEBI Circulars, with effect from April 01, 2024, dividend shall be paid only through

electronic mode to members holding shares in physical form only if the folio is KYC compliant by updation of documents / details such as furnishing of mobile number, bank account details, specimen signature, in the forms as prescribed by SEBI and valid PAN linked to Aadhaar. In case physical folios are not updated with KYC details, with effect from April 01, 2024, the dividend shall be withheld and released only upon the updation of KYC.

- Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. TDS certificates regarding dividends declared in the past can be downloaded from <https://ris.kfintech.com/clientservices/tds/>

UNCLAIMED DIVIDEND AND SHARES TRANSFERRED TO IEPF:

- Members are requested to note that pursuant to Section 125(1)(c) of the Act, dividend remaining unclaimed / unpaid for a period of 7 years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund ('IEPF') set up by the Central Government. The Company has already transferred the unclaimed / unpaid dividend declared during the financial year 2016-2017 to the said fund. Members who have so far not claimed the dividends paid thereafter are requested to make claim with the Company / KFinTech immediately.
- Pursuant to Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has written to the concerned Members intimating them particulars of their equity shares due for transfer. These details are also available on the Company's website at <https://www.nfil.in/investor/unpaid.html>. Upon transfer, the Members will be able to claim these equity shares only from the IEPF Authority by making an online application in Web Form IEPF-5, the details of which are available on IEPF Authority's website www.iepf.gov.in.

SHARES RELATED INFORMATION:

- Members who have not registered their e-mail addresses so far, are requested to register the same with KFinTech in case of physical holding and with the Depository through their DPs in respect of electronic holding.

- As per SEBI Circular dated January 25, 2022, Letter of Confirmation (LOC) has to be issued to Members for various Investors Service Requests in case of physical holdings. The LOC will be valid for 120 days from the date of its issue, within which the Member shall make a request to his/her DPs for dematerializing the underlying securities. In case the Member fails to submit the LOC within the aforesaid period, the shares shall be transferred to the Suspense Escrow Demat Account of the Company. The methodology for claiming these shares from the Suspense Escrow Demat Account shall be in accordance with SEBI guidelines dated December 30, 2022.

- Attention of the Members holding shares in physical form is drawn to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/37 dated March 16, 2023 which mandates furnishing, inter alia, self-attested copy of Permanent Account Number (PAN), postal address, mobile number, bank account details, specimen signature, by submitting the specified forms to the Company/KFinTech and valid PAN linked to Aadhaar. The said Circular is available on Company's website at www.nfil.in/investor/downloads.html along with relevant documents.**

- All Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details/update, e-mail ID/mandates/nominations/power of attorney/change of name/change of address/contact numbers etc. to their DPs with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and KFinTech to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to KFinTech.

- Members holding shares in physical form are requested to consider dematerializing their holding as share transfers cannot be effected in physical form with effect from April 1, 2019 pursuant to SEBI norms. Further, other service requests like, (i) issue of duplicate securities certificate, (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division / splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission and (viii) transposition, will also be processed in electronic form only as per SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022. Details with respect to the same are available on the website of the Company at <https://www.nfil.in/investor/downloads.html>

21. As per Section 72 of the Act, Members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by duly submitting Form No. SH-13. Members holding shares in physical form may submit the same to KFinTech. Members holding shares in electronic form may submit the same to their respective DPs.

22. SEBI has mandated the submission of copy of Permanent Account Number (PAN) card by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the copy of PAN card to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFinTech.

23. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOW:

Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, e-voting facility is being provided to the Members for all business to be transacted at the AGM. Members of the Company holding shares either in physical form or in dematerialised form as on Thursday, July 25, 2024 ("Cut-Off Date") are eligible to cast their votes. The voting rights of the Members shall be in proportion to their share in paid-up equity share capital as on the Cut-Off Date. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Members may cast their votes using an electronic voting system prior to AGM ('remote e-voting'). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The Company has appointed Mr. Dharmesh M. Zaveri, of D. M. Zaveri & Co, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in a fair and transparent manner for the businesses to be transacted at the AGM.

Details of e-voting process are as under:

- i. The e-voting facility (remote e-voting and e-voting at the AGM) will be provided by NSDL.
- ii. The remote e-voting period commences on July 28, 2024 (9:00 a.m. IST) and ends on July 31, 2024 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

iii. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

iv. A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only.

v. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

vi. An Institutional / Corporate Member is required to send a scanned document of the certified true copy of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to dmz@dmzaveri.com with a copy marked to evoting@nsdl.com or uploaded by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on + 91 22 48867000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com.

viii. As per the SEBI circular dated December 9, 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 DPs. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

ix. The details of the process and manner for remote e-voting, attending AGM and e-voting at the AGM are explained below:

- Step 1: Access to the NSDL e-voting system
- Step 2: Cast your vote electronically on NSDL e-votingsystem(includingprocedureforattendingAGM through VC/OAVM)

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A. Login method for e-voting and joining virtual meeting for individual shareholders holding shares in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. By NSDL IDeAS facility:</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Either on a personal computer or on a mobile, open web browser and visit the e-Services website of NSDL viz. https://eservices.nsdl.com. 2. Once the home page of e-Services appears on the screen, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new page will appear on the screen, you will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. 4. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. <p>If you are not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS Portal" 3. Then please follow steps as mentioned in above points 1 to 5 of A. <p>B. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Either on a personal computer or on a mobile, open web browser and visit the website of NSDL viz. https://www.evoting.nsdl.com 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 (i.e. 'IN' followed by your fourteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the Meeting <p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>A. By CSDL Easi / Easiest facility:</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Either on a personal computer or on a mobile, open web browser and visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi to login through your User ID and Password. Option will be made available to reach e-voting page without any further authentication. 2. After successful login through Easi/Easiest the user will be able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. <p>If you are not registered for CSDL Easi / Easiest facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 2. After registration, please follow steps as mentioned in above points 1 to 2 of A. <p>B. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Either on a personal computer or on a mobile, open web browser and visit e-voting page viz. https://evoting.cdslindia.com/Evoting/EvotingLogin and enter demat account number and PAN. 2. The system will authenticate the user by sending OTP on registered Mobile & E-mail ID as recorded in the demat account. 3. After successful authentication, user will be provided links for the respective e-voting service provider i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>Through Depository Participant's website:</p> <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. 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 website after successful authentication, wherein you can see e-voting feature. 3. 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 Forgot User ID and Forgot Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on + 91 22 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or 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 shares in physical mode
How to Log-in to NSDL e-Voting website?

1. Either on a personal computer or on a mobile, open web browser and visit the e-voting website of NSDL viz. <https://www.evoting.nsdl.com/>.
 2. Once the home page of e-voting system appears on the screen, 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 NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company EVEN is 129158 and if folio number is 001*** then user ID is 129158001***

5. Password details for 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 by NSDL. 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) In case you have not registered your e-mail ID with the Company / Depository, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 ON NSDL E-VOTING SYSTEM (INCLUDING PROCEDURE FOR ATTENDING AGM THROUGH VC/OAVM):

How to cast your vote electronically 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 129158' of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the 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 and you can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to evoting@nsdl.com
2. In case shares are held in demat mode, please provide Demat account number (In case Depository is (i) NSDL-DP ID commences with 'IN' followed by 6 digits and Client ID comprises of 8 digits; (ii) CDSL - DP ID and Client ID comprise of 8 digits each) Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to evoting@nsdl.com If you are an individual shareholder holding shares 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.
3. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-Off Date, may obtain the User ID and Password by sending an e-mail to evoting@nsdl.com mentioning aforesaid details along with the requisite documents as mentioned above.
4. Members who need technical assistance may contact Mr. Sanjeev Yadav, Assistant Manager - NSDL, Email ID: evoting@nsdl.com; Tel. No.: + 91 22 4886 7000

For e-voting at AGM:

1. The procedure for e-voting at AGM is same as the instructions mentioned above for remote e-voting.
2. The details of the person who may be contacted for any grievances connected with the facility for e-voting at the AGM shall be the same person mentioned for remote e-voting.

For attending the AGM through VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see "VC/OAVM link" placed under "Join Meeting" menu against the 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 this Notice to avoid last minute hassle.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
3. Upto 1,000 members will be able to join to the AGM on a first-come-first-served basis. Such restrictions on entry to the e-AGM will not apply in respect of 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.
4. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
5. Members will be required to allow Camera, if any and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending an email from their registered email ID on investor.relations@nfil.in mentioning their demat account number/ folio number, city, e-mail ID and mobile number from July 25, 2024 to July 28, 2024. The duly registered speaker shareholders will be allowed to express their views/ask questions during the AGM.
8. Only those Members, who will be present in the AGM and have not cast their vote through remote e-voting are eligible to vote through e-voting at the AGM. However,

Members who have voted through remote e-voting will be eligible to attend the AGM.

DECLARATION OF RESULTS:

24. The scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman, after the completion of scrutiny of e-voting (votes cast through remote e-voting and votes cast during the AGM), not later than 48 hours from the conclusion of the AGM. The result declared along with the scrutiniser's report will be placed on the website of the Company www.nfil.in and on the website of NSDL <https://www.evoting.nsdl.com/>. The result will simultaneously be communicated to the Stock Exchanges.