

## Gujarat Fluorochemicals Limited

(Earlier known as Inox Fluorochemicals Limited  
(CIN L24304GJ2018PLC105479))

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

**Telephone** +91 2678 248153, **Fax** +91 2678 248153

**Website:** www.gfl.co.in; **Email:** bvdesai@gfl.co.in

### Notice of Second Annual General Meeting

To,

The Member(s),

**Gujarat Fluorochemicals Limited**

**Earlier known as Inox Fluorochemicals Limited**

**NOTICE** is hereby given that the **02<sup>nd</sup> (Second) Annual General Meeting** of Members of Gujarat Fluorochemicals Limited (Earlier known as Inox Fluorochemicals Limited) ('Company') will be held on **Friday, the 25<sup>th</sup> September, 2020, at 3:00 PM**, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

#### ORDINARY BUSINESS

##### 1. Adoption of Financial Statements

To consider and adopt

- a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, 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, 2020 and the report of the Auditors thereon.

##### 2. Re-Appointment of Shri Devendra Kumar Jain (DIN00029782) as Director of the Company

To appoint a Director in place of Shri Devendra Kumar Jain (DIN00029782) who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS

##### 3. Appointment of Shri Sanjay Sudhakar Borwankar (DIN: 08640818) as Director and Whole-time Director of the Company

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

**"RESOLVED THAT** Shri Sanjay Sudhakar Borwankar (DIN: 08640818) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15<sup>th</sup> February, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom Nomination and Remuneration Committee has given recommendation for appointment as Director of the Company be and is hereby appointed as Director of the Company.

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sanjay Sudhakar Borwankar (DIN: 08640818), be and is hereby appointed, as Whole-time Director of the Company for a period of one year commencing from 15<sup>th</sup> February, 2020 on a remuneration of ₹ 95 Lakhs per annum (the remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company), subject to the same not exceeding limits specified under Schedule V of the Companies Act, 2013 or any statutory modification (s) thereof.

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

##### 4. Re-appointment of Shri Sanath Kumar Muppirla (DIN: 08425540) as Whole-time Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sanath Kumar Muppirla (DIN: 08425540), be and is hereby re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 28<sup>th</sup> April, 2020 on a remuneration of ₹ 120 lakhs per annum (the remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company), subject to the same not exceeding

limits specified under Schedule V of the Companies Act, 2013 or any statutory modification (s) thereof.

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

#### **5. Continuation of Directorship of Shri Devendra Kumar Jain (DIN:00029782) as Non-executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, if any, of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of Shri Devendra Kumar Jain (DIN:00029782) whose age is over 75 years, as Non-Executive Director of the Company be and is hereby approved.

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

#### **6. Continuation of Directorship of Shri Shanti Prashad Jain (DIN: 00023379) as Non-Executive and Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) and other applicable regulations of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of Shri Shanti Prashad Jain (DIN: 00023379) whose age is above 75 years, as Non-Executive and Independent Director of the Company be and is hereby approved.

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

#### **7. Continuation of Directorship of Shri Shailendra Swarup (DIN: 00167799) as Non-Executive and Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) and other applicable regulations of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of Shri Shailendra Swarup (DIN: 00167799) whose age is above 75 years, as Non-Executive and Independent Director of the Company be and is hereby approved.

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

#### **8. Continuation of Directorship of Shri Chandra Prakash Jain (DIN: 00011964 ) as Non-Executive and Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) and other applicable regulations of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the continuation of Directorship of Shri Chandra Prakash Jain (DIN: 00011964) who will attain age is above 75 years in the Financial Year 2020-21, as Non-Executive and Independent Director of the Company be and is hereby approved.

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

#### **9. Approval of payment of remuneration to Shri Devendra Kumar Jain, Non-Executive Director of the Company for the Financial Year 2019-20 which is in excess of fifty percent of the total remuneration to all Non-Executive Directors of the Company for the Financial Year 2019-20**

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

“**RESOLVED THAT** pursuant Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations) and any other applicable provisions of the Listing Regulations, the consent of the Members of the Company be and is hereby accorded for payment of Commission of ₹ 417.46 Lakhs (Rupees Four Crores Seventeen Lakhs Forty Six Thousands Only) to Shri Devendra Kumar Jain, Non-executive Director of the Company, for the Financial Year 2019-2020 which is in excess of fifty percent of total remuneration paid to all Non-Executive Directors for the Financial Year 2019-20.

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

#### 10. Ratification of approval of payment of remuneration to the Cost Auditor of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,00,000 (Rupees Four lakhs Only) exclusive of taxes and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s. Kailash Sankhlecha & Associates, Cost Auditor (Membership No. M / 12055) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31<sup>st</sup> March, 2021, be and is hereby ratified and confirmed.”

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

#### 11. Approval of Material Related Party Transactions:

To consider and, if, thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company in respect of contract(s)/ arrangement(s)/ transaction(s) entered into by the Company with Inox Wind Limited (IWL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, for purchase of Wind Turbine Generators for the Captive Power Plant Project of the Company up to a maximum aggregate value of ₹ 73163.82 (Rupees Seven Hundred Thirty One Crores Sixty Three Lakhs and Eighty Two Thousand only), which is in the ordinary course of business of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors or Managing Director be and is hereby authorized to negotiate and finalize the terms and conditions of the above contract(s)/ arrangement(s)/ transaction(s) with IWL within the aforesaid limits.”

By order of the Board of Directors

Date: 30<sup>th</sup> July, 2020  
Place: Vadodra

**Bhavin Desai**  
Company Secretary

#### NOTES:

- In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020, in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) 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, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Friday, 25<sup>th</sup> September 2020, at 3:30 pm (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).
- As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020, the matters of Special Business as appearing at Item Nos. 4 to 10 of the accompanying Notice, are considered to be unavoidable by the Board in view of the prescribed compliance requirements under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and hence, form part of this Notice.
- 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, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE CORPORATE MEMBERS CAN APPOINT REPRESENTATIVES UNDER SECTION 113 OF**

## THE COMPANIES ACT, 2013 AND SEND THE NECESSARY DOCUMENTS TO THE COMPANY.

4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') with respect to the Special Business to be transacted at the Meeting set out in the Notice and the 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 is annexed hereto.
5. SEBI has decided that Securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 05<sup>th</sup> December, 2018. 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.
6. 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 2019- 2020 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 Participants. 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.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 as well as venue voting system on the date of the AGM will be provided by CDSL.
8. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to

appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

### 1. Process for those shareholders whose email ids are not registered:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- b) For Demat shareholders -, 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 of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

### INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE VOTING ARE AS UNDER:

- (i) The voting period begins on 22<sup>nd</sup> September, 2020 at 9.00 a.m. and ends on 24<sup>th</sup> September, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18<sup>th</sup> September, 2020 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 during the Meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company. OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) <ul style="list-style-type: none"> <li>Members 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/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

#### **INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING (AGM) ON e-VOTING SYSTEM ARE AS UNDER: -**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the Meeting is available only to the members participating in the Meeting.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members 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 shareholders/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops/Personal Computers for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request 7 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Shareholders who would like to express their views/have questions may send their questions in advance 7 days prior to Meeting mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

### **(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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 mailed 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If 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. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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.

12. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Link Intime India Private Limited, Unit: Gujarat Fluorochemicals Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, 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.

### **13. 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 at its Office at Second Floor, ABS Towers, Old Padra Road, Vadodara 390 007, so as to enable the Company to keep the information ready.**

14. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
15. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 01.00

p.m. upto the date of the Annual General Meeting and copies thereof shall also be available for inspection in physical form at the Office of the Company situated at Second Floor, ABS Towers, Old Padra Road, Vadodara – 390 007, Gujarat and also at the Meeting.

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

### Item No. 3

At the Meeting of the Board of Directors of the Company held on 14<sup>th</sup> February, 2020, the Directors had appointed Shri Sanjay Sudhakar Borwankar (DIN: 08640818) as an Additional Director of the Company with effect from 15<sup>th</sup> February, 2020. As per the provisions of Section 161 of the Companies Act, 2013 (Act), Shri Sanjay Sudhakar Borwankar holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as Director of the Company.

The matter regarding appointment of Shri Sanjay Sudhakar Borwankar as a Whole-time Director of the Company was placed before the Nomination and Remuneration Committee at its Meeting held on 14<sup>th</sup> February, 2020 and it has recommended his appointment. Further, the appointee is not debarred from holding the office of Director pursuant to any SEBI Order.

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

In terms of Section 161 of the Act, the appointment of Shri Sanjay Sudhakar Borwankar as Director is being placed before the Members for their approval. Further, in compliance of Sections 196, 197, 203 read with Schedule V of the Act and Rules framed there under, the appointment of Shri Sanjay Sudhakar Borwankar as Whole-time Director of the Company for a period of one year with effect 15<sup>th</sup> February, 2020 is being placed before the Members for their approval.

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

Shri Sanjay Sudhakar Borwankar is interested in the resolution set out respectively at Item No 3 of the Notice with regard to his appointment. The relatives of Shri Sanjay Sudhakar Borwankar may be deemed to be interested in the resolution set out respectively at Item No 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Directors recommend the Resolution as stated at Item No 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

### Item No. 4

National Company Law Board Tribunal has approved Scheme of Arrangement of the Company vide its order dated 04<sup>th</sup> July, 2019. Pursuant to para 4.1.13 of the Scheme of Arrangement between GFL Limited ( earlier known as Gujarat Fluorochemicals Limited) and Gujarat Fluorochemicals Limited (earlier known as Inox Fluorochemicals Limited) and its Shareholders, the benefits of any and all corporate approvals as may have already been taken by GFL Limited (the Demerged Company) with respect to the Chemical Business Undertaking, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 180, 185, 186, 188, etc; of the Act read with the rules and regulations made there under, shall stand vested in Gujarat Fluorochemicals Limited (the Resulting Company) and the said corporate approvals and compliances shall, upon this Scheme becoming effective, be deemed to have been taken/complied with by Gujarat Fluorochemicals Limited (the Resulting Company). In view of the Scheme becoming effective from 16<sup>th</sup> July, 2019, approvals given by the Shareholders of GFL Limited for chemical business undertaking were considered approval taken by Gujarat Fluorochemicals Limited from the appointed date for the Scheme i.e. 1<sup>st</sup> April, 2019 with respect to the provisions of the Companies Act, 2013 and all Rules made thereunder.

In view of the above, the Members of the Company had approved continuation of appointment of Shri Sanath Kumar Muppirla (DIN: 08425540) as a Whole-Time Director of the Company for a period of one year from 28<sup>th</sup> April, 2019 to 27<sup>th</sup> April, 2020. It is desirable that the Company should continue to avail the services of Shri Sanath Kumar Muppirla as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Sanath Kumar Muppirla as Whole-time Director was placed before the Nomination and Remuneration Committee of the Company at its Meeting held on 14<sup>th</sup> February, 2020 and it has recommended his re-appointment. Further, the appointee is not debarred from holding the office of Director pursuant to any SEBI Order.

In compliance of Section 196, 197, 203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Sanath Kumar Muppirla as Whole-time Director of the Company for a period of one year with effect from 28<sup>th</sup> April, 2020 is being placed before the Members for their approval.

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

Shri Sanath Kumar Muppirla is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. The relatives of Shri Sanath Kumar Muppirla may be deemed interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Directors recommend the Resolution as stated at Item No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

### **Item no. 5 to 8**

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1 April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Shri Devendra Kumar Jain (DIN: 00029782) whose age is above 75 years was appointed as the Non-executive Director of the Company under Section 152 of the Companies Act, 2013 at the First Annual General Meeting of the Company held on 06<sup>th</sup> August, 2019. Also, at the said Meeting Shri Shanti Prashad Jain (DIN: 00023379) and Shri Shailendra Swarup (DIN: 00167799) whose age is above 75 years and Shri Chandra Prakash Jain (DIN 00011964) who will complete 75 years in the Financial Year 2020-21 were appointed as Non-Executive and Independent Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of Listing Regulations to hold office as Non-Executive and Independent Director for a term of 5 (five) consecutive years on the Board of the Company with effect from 06<sup>th</sup> December, 2018 to 05<sup>th</sup> December, 2023.

The Board, based on the performance evaluation of Shri Devendra Kumar Jain, Shri Shanti Prashad Jain, Shri Shailendra Swarup and Shri Chandra Prakash Jain and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Non-Executive Directors of the Company. In compliance with the provisions the Listing Regulations, your Directors recommend continued association of all these Non-Executive Directors of the Company until expiry of their terms of office as Directors of the Company.

Brief resume of Shri Devendra Kumar Jain, Shri Shanti Prashad Jain, Shri Shailendra Swarup and Shri Chandra Prakash Jain, nature of their experience in specific functional areas and other information as required to be provided under the Secretarial Standard – 2 on General Meetings / Regulation 26 (4) and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of continuation of their appointment, are annexed with the Notice.

Shri Devendra Kumar Jain, Shri Shanti Prashad Jain, Shri Shailendra Swarup and Shri Chandra Prakash Jain are interested in the resolutions set out respectively at Item Nos. 5, 6, 7 and 8 of the Notice with regard to their respective appointments. The relatives of Shri Devendra Kumar Jain, Shri Shanti Prashad Jain, Shri Shailendra Swarup and Shri Chandra Prakash Jain may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Further, Shri Pavan Jain and Shri Vivek Jain being relatives of Shri Devendra Kumar Jain are interested in the resolution of continuation of appointment of Shri Devendra Kumar Jain as Non- Executive Director of the Company

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Directors recommend the Resolution as stated at Item Nos. 5, 6 and 7 of the Notice for approval of the Members by way of a Special Resolution.

### **Item No. 9**

National Company Law Board Tribunal has approved Scheme of Arrangement of the Company vide its order dated 04<sup>th</sup> July, 2019. Pursuant to para 4.1.13 of the Scheme of Arrangement between GFL Limited (earlier known as Gujarat Fluorochemicals Limited) and Gujarat Fluorochemicals Limited (earlier known as Inox Fluorochemicals Limited) and its Shareholders, the benefits of any and all corporate approvals as may have already been taken by GFL Limited (the Demerged Company) with respect to the Chemical Business Undertaking, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 180, 185, 186, 188 etc; of the Act read with the rules and regulations made there under, shall stand vested in Gujarat Fluorochemicals Limited (the Resulting Company) and the said corporate approvals and compliances shall, upon this Scheme becoming effective, be deemed to have been taken/complied with by Gujarat Fluorochemicals Limited (the Resulting Company). In view of the Scheme becoming effective from 16<sup>th</sup> July, 2019, approvals given by the Members of GFL Limited for chemical business undertaking were considered approval taken by Gujarat Fluorochemicals Limited from the appointed date for the Scheme i.e. 1<sup>st</sup> April, 2019 with respect to the provisions of the Companies Act, 2013 and all Rules made thereunder.

In view of the above, the Members of the Company at their First Annual General Meeting held on 06<sup>th</sup> August, 2019 had approved continuation of payment of remuneration @ 1% on Net Profits of the Company as permitted under Section 197 of the Companies Act, 2013 to Shri Devendra Kumar Jain, Non-Executive Director of the Company. Accordingly, remuneration of ₹ 4,08,88,232 is to be paid to him for the Financial Year 2019-20. Further, Regulation 17 (6) (ca) of the Listing Regulations, inter alia provides that the approval of the Members by way of Special Resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.



Accordingly, the details of remuneration paid to Non-Executive Directors for Financial Year 2019-2020 is as under:

### Remuneration to Non-Executive Director for FY 2019-2020

	Amount (₹ in Lakhs)			
	Sitting Fees for Audit Committee and Board Meetings	Remuneration	Total of Sitting Fees and Remuneration	% of Total Remuneration paid to All Non-executive Directors
Shri Devendra Kumar Jain	1.80	417.46	419.26	68.23
Shri Pavan Kumar Jain	0.50	0.00	0.50	0.08
Shri Deepak Ranjit Asher	3.00	180.00	183.00	29.78
		(Professional Fees)		
Shri Shailendra Swarup	2.20	0.00	2.20	0.36
Shri Om Prakash Lohia	0.00	0.00	0.00	0.00
Shri Shanti Prashad Jain	3.70	0.00	3.70	0.60
Ms Vanita Bhargava	3.30	0.00	3.30	0.54
Shri Chandra Prakash Jain	2.30	0.00	2.30	0.37
Shri Rajagopalan Doraiswamy	0.20	0.00	0.20	0.03
<b>Total</b>	<b>17.00</b>	<b>597.46</b>	<b>614.46</b>	<b>100.00</b>

Since the total remuneration of Shri Devendra Kumar Jain for the Financial Year 2019-2020 exceeds the limit of 50% of the total annual remuneration payable to all Non-Executive Directors of the Company, the approval for Resolution at Item No. 8 of the Notice is sought by way of a Special Resolution for payment of remuneration to Shri Devendra Kumar Jain for the Financial Year 2019-2020.

Shri Devendra Kumar Jain and his relatives shall be deemed concerned or interested in resolution set out at Item No. 8 of the Notice to the extent of the remuneration that may be received by him. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members by way of Special Resolution.

#### Item No. 10

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Directors recommend the Resolution as stated at Item No. 9 of the Notice for approval of the Members by way of an Ordinary Resolution.

#### Item No. 11

Regulation 23 (4) Of Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) states that if aggregate value of transactions with related party exceeds 10% of the consolidated turnover of the Company, the approval of Members is required by way of Special Resolution. The Company has entered into contract/ agreement/transaction with Inox Wind Limited, which is its Related Party, for purchase of Wind Turbine Generators (WTG) to set up Captive Power Plant to meet its increasing power requirements. The transaction with IWL is in the ordinary course of business and on arm's length basis. The aggregate value of transaction with Inox Wind Limited is exceeding ceiling limit prescribed in the Listing Regulations and hence, the approval for Resolution at Item No. 10 of the Notice is sought by way of a Special Resolution.

Shri Devendra Kumar Jain, Shri Pavan Jain, Shri Vivek Jain and their relatives shall be deemed to be concerned or interested in resolution set out at Item No. 10 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Directors recommend the Resolution as stated at Item No. 10 of the Notice for approval of the Members by way of an Ordinary Resolution.

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

Name of Director	Shri Sanjay Sudhakar Borwankar	Shri Sanath Kumar Muppirlala	Shri Devendra Kumar Jain	Shri Shailendra Swarup	Shri Shanti Prashad Jain	Shri Chandra Prakash Jain
Brief Resume	Shri Sanjay Sudhakar Borwankar is Chemical Engineer and has expertise in management of operations of various plants.	Shri Sanathkumar Muppirlala is Chemicals Engineer and has expertise in various petrochemical plants.	Shri Devendra Kumar Jain has over 60 years of rich experience in business management and international trade.	Shri Shailendra Swarup is a Senior Advocate practising at the High Court and Supreme Court of India.	Shri Shanti Prashad Jain is a leading Chartered Accountant practising in taxation matters.	Shri Chandra Prakash Jain is Chartered Accountant and Diploma in Advance Management
Date of Birth and Age	3 <sup>rd</sup> November, 1967, 52 Years	04 <sup>th</sup> Jan 1963, 57 years	2 <sup>nd</sup> March, 1929, 91 years	20 <sup>th</sup> November, 1944, 75 years	1 <sup>st</sup> February, 1940, 80 years	3 <sup>rd</sup> March, 1946, 74 years
Date of first appointment on the Board	15 <sup>th</sup> February, 2020	06 <sup>th</sup> December, 2018	06 <sup>th</sup> December, 2018	06 <sup>th</sup> December, 2018	06 <sup>th</sup> December, 2018	06 <sup>th</sup> December, 2018
Directors Identification Number	08640818	08425540	00029782	00167799	00023379	00011964
Qualification	B. Tech Chemical from LIT, Nagpur and Masters in Business Administration (MBA) from Welingkar Institute of Management, Mumbai	B.Tech. Chemical Engineer from S.V. University, Tirupati, Kharagpur	Graduate in History (Hons)	LL.B.	Fellow Chartered Accountant	Fellow Chartered Accountant
Experience / Expertise in Specific Functional Area	Shri Sanjay Sudhakar Borwankar has over 25 years of experience in the field of Operations Management, Business Process Optimization and Technology Transfer and Assimilations.	Shri Sanathkumar Muppirlala has over 33 Years in Petrochemical Plants – in Manufacturing, Projects, Strategic planning & Commissioning.	Shri Devendra Kumar Jain has over 60 years of rich experience in business management and international trade.	Shri Shailendra Swarup is a Senior Advocate practising at the High Court and Supreme Court of India. He has over 44 years of experience in handling various legal matters	Shri Shanti Prashad Jain is a leading Chartered Accountant and practicing since 1963. He has specialized in taxation matters of various reputed companies and banks.	Shri Chandra Prakash Jain is Chartered Accountant and is former Chairman and Managing Director of NTPC Limited. He was also the Chairman of the Standing Conference of Public Enterprises (SCOPE) for the period 2003-05. He has been a past member of Standing Technical Advisory Committee of the Reserve Bank of India, Audit Advisory Board of the Comptroller & Auditor General of India. He has in the past headed the Confederation of Indian Industries (CII's) National Committee on Energy. He is also a Member of Advisory Board of Axis Infrastructure Fund.

Name of Director	Shri Sanjay Sudhakar Borwankar	Shri Sanath Kumar Muppirala	Shri Devendra Kumar Jain	Shri Shailendra Swarup	Shri Shanti Prashad Jain	Shri Chandra Prakash Jain
Directorship held in other Companies	Nil	Nil	<ol style="list-style-type: none"> <li>1. Inox Leasing and Finance Limited</li> <li>2. Inox India Private Limited</li> <li>3. Devansh Gases Private Limited</li> <li>4. Rajni Farms Private Limited</li> <li>5. GFL Limited</li> <li>6. Inox Wind Energy Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. The India Thermit Corporation Limited</li> <li>2. Subros Limited</li> <li>3. Bengal &amp; Assam Company Limited</li> <li>4. Vis Legis Consult Private Limited</li> <li>5. Jagran Prakashan Limited</li> <li>6. Sterling Tools Limited</li> <li>7. Kangaroo Properties Private Limited</li> <li>8. Dev Valley Devcon Private Limited</li> <li>9. JK Paper Limited</li> <li>10. Inox Infrastructure Limited</li> <li>11. GFL Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Ashok Vihar Club</li> <li>2. Inox Wind Limited</li> <li>3. Inox Wind Infrastructure Services Limited</li> <li>4. Inox Renewables Limited</li> <li>5. Inox Infrastructure Limited</li> <li>6. SP Securities Limited</li> <li>7. GFL Limited</li> <li>8. Inox Wind Energy Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. AVU Enterprises Private Limited</li> </ol>
Membership / Chairmanship of other Companies	Nil	Nil	<p><b>GFL Limited</b></p> <ul style="list-style-type: none"> <li>• Stakeholder's Relationship Committee, Member</li> </ul> <p><b>Inox Leasing and Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Committee of Directors for Operations, Chairman</li> <li>• BRR Committee, Chairman</li> <li>• Scheme Committee of BOD, Chairman</li> <li>• Risk Committee, Chairman</li> </ul> <p><b>Inox Leasing and Finance Limited</b></p> <ul style="list-style-type: none"> <li>• CSR Committee, Chairman</li> </ul>	<p><b>GFL Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Member</li> </ul> <p><b>Inox Infrastructure Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Member</li> <li>• NR Committee, Member</li> </ul> <p><b>Jagran Prakashan</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Member</li> </ul>	<p><b>GFL Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Chairman</li> <li>• CSR Committee, Chairman</li> <li>• NR Committee, Chairman</li> <li>• Stakeholder's Relationship Committee, Member</li> </ul> <p><b>Inox Wind Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Chairman</li> <li>• Stakeholders Relationship Committee, Chairman</li> <li>• CSR Committee, Member</li> <li>• NR Committee, Member</li> </ul> <p><b>Inox Wind Infrastructure Services Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Chairman</li> <li>• NR Committee, Member</li> </ul> <p><b>Inox Renewables Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Chairman</li> <li>• CSR Committee, Member</li> <li>• NR Committee, Chairman</li> </ul> <p><b>Inox Infrastructure Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee, Chairman</li> <li>• NR Committee, Chairman</li> </ul>	Nil

Name of Director	Shri Sanjay Sudhakar Borwankar	Shri Sanath Kumar Muppirala	Shri Devendra Kumar Jain	Shri Shailendra Swarup	Shri Shanti Prashad Jain	Shri Chandra Prakash Jain
The Number of Meeting of the Board Attended during the year	0	2	8	7	8	8
Remuneration last drawn including sitting fees (₹ In Lakhs)	8.55	72.33	419.26	2.20	3.70	2.30
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	Relative of Shri Pavan Jain and Shri Vivek Jain, Directors of the Company.	None	None	None
Shareholding in the Company	Nil	Nil	20,100 shares	10,000 shares	1,000 shares	Nil
Summary of the Performance Evaluation Report	Not applicable	Not applicable	Not applicable	Feedback received from the Directors reflected highly satisfactory performance.	Feedback received from the Directors reflected highly satisfactory performance.	Feedback received from the Directors reflected highly satisfactory performance.

By order of the Board of Directors

Date: 30<sup>th</sup> July, 2020

Place: Vadodara

**Bhavin Desai**  
Company Secretary