

MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GUJARAT FLUORO-CHEMICALS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 16/3, 26 AND 27, RANJITNAGAR 389 380, TALUKA GHOGHAMBHA, DISTRICT PANCHMAHAL, GUJARAT ON FRIDAY, THE 23RD AUGUST, 2013 AT 03.30 PM

Shri Bhavin Desai, Company Secretary of the Company announced that as the quorum was present, the Meeting was called to order. He further announced that since Shri Deepak Asher, Director and Group Head (Corporate Finance) of the Company was present, he be the Chairman of the meeting. He then requested Shri Deepak Asher to occupy the Chair and conduct the Meeting as Chairman. This was seconded by Shri Kalpesh Sheth. Shri Nakul Joshi agreed with the suggestion.

Shri Deepak Asher occupied the Chair and announced that Shri Dinesh Kumar Sachdeva, Whole-time Director was present at the Meeting. He then declared that proxies/authority for 7,60,41,462 Equity Shares, representing 69.22% voting power, held by various Members were received and recorded in the proxy register, which was available for inspection, by the Members present. Shri Deepak Asher proceeded to read the Notice of the Meeting.

Shri Nilesh Pandya suggested that the Notice be treated as read, which was seconded by Shri PD Fatnani. Shri Dhwanee Buch agreed with the suggestion.

The Chairman declared that as the Members present desired that the Notice be treated as read, the Notice along with explanatory statement attached thereto was treated as read. Thereafter, the Chairman read his statement to the Members as under:

"I welcome you all to this Twenty-Sixth Annual General Meeting of Gujarat Fluorochemicals Limited. My thanks to you for the honour bestowed upon me. The Company is grateful to you for your support and encouragement. The Company has given full details about its working and plans in the Management Discussion and Analysis Report which forms part of the Directors Report for the year under review which has been circulated to you."

The Chairman then requested Shri Bhavin Desai, Company Secretary to read the Auditors' Report.

Shri Bhavin Desai read the Auditors' Report.

As he was about to read the Annexure to the Auditors' Report, Shri Viral Chhaya proposed that the Annexure be treated as read. Shri Kalpesh Sheth agreed with the suggestion.

The Chairman declared that as the Members present desired that the Annexure to the Auditors' Report be treated as read, the said Annexure was treated as read.

The Chairman thereafter taken up the following business as stated in the Notice of the Meeting:

ITEM 1

The next business is to take up item no 1 of the Notice regarding adoption of the Statement of Profit and Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date, the report of the Auditors' thereon and the report of the Board of Directors for the said year.

Shri Viral Chhaya proposed the following resolution:

"RESOLVED THAT the Audited Statement of Profit and Loss Account of the Company for the year ended 31st March, 2013, the Balance Sheet as at that date, the report of the Auditors' thereon and the report of the Board of Directors for the said year be and are hereby received and adopted."

The resolution was seconded by Shri Dhwanee Buch.

The Chairman invited the Members to express their views on the matters pertaining to the Company's accounts and the subject matter of the Notice.

Members present had appreciated the dividend policy and performance of the Company. Some of the Members present had sought certain clarifications and raised certain queries, which were satisfactorily replied to by Shri Deepak Asher, Director and Group Head (Corporate Finance) of the Company.

The Chairman then put the resolution to vote. The resolution was passed unanimously on a show of hands.

ITEM 2

The next business is to take up item no 2 of the Notice for consideration was regarding noting of an interim dividend and declaration of final dividend for the accounting year ended 31st March, 2013.

The Chairman stated that the Company had paid an interim dividend of Rs 1.50 per equity share (150%) each and the Board had recommended a final dividend of Rs.2.00 per share (200%) each. The Company's dividend payout (including dividend distribution tax) for the year works out to Rs.4485.44 lacs.

Shri Nilesh Pandya proposed the following resolution:

“RESOLVED that payment of an interim dividend of Rs 1.50 per equity share each be and is hereby noted and further a final dividend of Rs. 2.00 per equity share be and is hereby declared and the same be paid to those Members whose names appear in the Register of Members as on 19th August, 2013.”

The resolution was seconded by Shri PD Fatnani.

The Chairman then put the resolution to vote. The resolution was passed unanimously on a show of hands.

ITEM 3

The next business is to take up item no 3 of the Notice for consideration was regarding re-appointment of Shri Pavan Kumar Jain as a Director of the Company.

Shri Pankaj Shrivastava proposed the following resolution:

“RESOLVED THAT Shri Pavan Kumar Jain, who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

The resolution was seconded by Shri Dhwanee Buch.

The Chairman then put the resolution to vote. The resolution was passed unanimously on a show of hands.

ITEM 4

The next business is to take up item no 4 of the Notice for consideration was regarding re-appointment of Shri Om Prakash Lohia as a Director of the Company.

Shri Nakul Joshi proposed the following resolution:

“RESOLVED THAT Shri Om Prakash Lohia, who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

The resolution was seconded by Shri Kalpesh Sheth.

The Chairman then put the resolution to vote. The resolution was passed on a show of hands by all the Members except one.

ITEM 5

The next business is to take up item no 5 of the Notice for consideration was regarding appointment of Auditors and to fix their remuneration.

Shri PD Fatnani proposed the following resolution:

“RESOLVED THAT M/s Patankar & Associates, Chartered Accountants, be and are hereby appointed as Auditors of the Company for the period from the conclusion of this Meeting until conclusion of next Annual General Meeting on remuneration as may be fixed by the Board.”

The resolution was seconded by Shri Nilesh Pandya.

The Chairman then put the resolution to vote. The resolution was passed unanimously on a show of hands.

ITEM 6

The next business is to take up item no 6 of the Notice for consideration was regarding re-appointment of Shri Dinesh Kumar Sachdeva as a Whole-time Director of the Company.

Shri Kalpesh Sheth proposed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including amendment thereto or re-enactment thereof (“Act”) read with Schedule XIII to Act, Shri Dinesh Kumar Sachdeva be re-appointed, as a Whole-time Director of the Company for a further period of one year commencing from 29th November, 2013 on such terms and conditions including remuneration as set out below, with the authority to the Board of Directors / Managing Director to grant increments within the range stated below:

Remuneration: Remuneration of upto Rs 50 lacs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Managing Director of the Company.

In addition to remuneration within the above range, Shri Dinesh Kumar Sachdeva would also be entitled to the Company car with driver, telephone facility; furnished Company owned or leased accommodation. Use of Car and telephone for the Company’s business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

However, the overall remuneration to Shri Dinesh Kumar Sachdeva shall not exceed the limits prescribed under Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

The resolution was seconded by Shri Viral Chhaya.

The Chairman then put the resolution to vote. The resolution was passed unanimously on a show of hands.

ITEM 7

The next business is to take up item no 7 of the Notice for consideration was regarding re-appointment of Shri Jitendra Singh Bedi as a Whole-time Director of the Company.

Shri Dhwanee Buch proposed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including amendment thereto or re-enactment thereof (“Act”) read with Schedule XIII to Act, Shri JS Bedi be re-appointed as Whole-time Director of the Company for a further period of one year commencing from 1st December,2013 on such terms and conditions including remuneration as set out below, with the authority to the Board of Directors / Managing Director to grant increments within the range stated below:

Remuneration: Remuneration of up to Rs 80 lacs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Managing Director of the Company.

In addition to remuneration within the above range, Shri Jitendra Singh Bedi would also be entitled to the Company car with driver, telephone facility, and insurance for self. Use of Car and telephone for the Company’s business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

However, the overall remuneration to Shri Jitendra Singh Bedi shall not exceed the limits prescribed under Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

The resolution was seconded by Shri Pankaj Shrivastava.

The Chairman then put the resolution to vote. The resolution was passed unanimously by a show of hands.

Since all the business of the agenda had been transacted, the Chairman declared that Meeting was concluded.

The Meeting then terminated with a vote of thanks to the Chair.

SH-
CHAIRMAN

Certified True Copy
For Gujarat Fluorochemicals Ltd.

BDSW
BHAVIN DESAI
Company Secretary