

GUJARAT FLUOROchemicals LIMITED

Registered office: Survey no 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal
CIN: L24110GJ1987PLC009362, **Website:** www.gfl.co.in, **Email id :** contact@gfl.co.in

NOTICE

NOTICE is hereby given to the Members of **Gujarat Fluorochemicals Limited** that the **Twenty-Seventh Annual General Meeting** of the Company will be held at the Registered Office of the Company at Survey No. 16/3, 26 & 27, Ranjitnagar 389 380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Wednesday, the 10th September, 2014, at 03:30 pm, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Profit and Loss Account for the year ended 31st March, 2014, the Balance Sheet and Cash Flow Statement as at that date, the report of the Auditors thereon and the report of the Board of Directors for the said year.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Shri Deepak Asher (DIN: 00035371) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Shailendra Swarup (DIN: 00167799), Independent Director of the Company whose period of office is liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”
6. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Om Prakash Lohia (DIN: 00206807), Independent Director of the Company whose period of office is liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”
7. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Dr. S Rama Iyer (DIN: 00076549), Independent Director of the Company whose period of office is liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”
8. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Shanti Prasad Jain (DIN: 00023379), Independent Director of the Company whose period of office is liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”



9. To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special 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 including statutory modifications or re-enactment thereof, for the time being in force, Shri Dinesh Kumar Sachdeva (DIN: 00050740) be re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 29th November, 2014 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Dinesh Kumar Sachdeva, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:
- Remuneration of upto Rs 30 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.
- In addition to remuneration within the above range, Shri Dinesh Kumar Sachdeva 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.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”
10. To consider and, if, thought fit, to pass, with or without modification, 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 including statutory modifications or re-enactment thereof, for the time being in force, Shri Jitendra Singh Bedi (DIN: 01670022) be re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 1st December, 2014 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Jitendra Singh Bedi, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:
- Remuneration of upto 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.
- 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.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”
11. To consider and, if, thought fit, to pass, with or without modification, 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 including statutory modifications or re-enactment thereof, for the time being in force, Shri Paresh Nanubhai Trivedi (DIN: 02559529) be appointed, as Whole-time Director of the Company for a period from 22nd October, 2013 to 27th June, 2014 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Paresh Nanubhai Trivedi, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:
- Remuneration of upto Rs 41 lacs.
- 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.
- In addition to remuneration within the above range, Shri Paresh Nanubhai Trivedi 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.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

12. To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT in supersession of earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956 by Shareholders on 29th September, 2007 and subject to the provisions of Section 180(1) (c), 180(2) and other applicable provisions and Rules, if any, of the Companies Act, 2013, any amendments/enactments/re-enactments thereof, consent of the Company be hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include GFL Committee of Directors for Operations), for borrowing from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers/Lenders in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 50,00,00,00,000/- (Rupees Five Thousand Crores only).”
- “RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”
13. To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT in supersession of earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956 by Shareholders on 29th September, 2007, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include GFL Committee of Directors for Operations) under Section 180 (1) (a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 50,00,00,00,000/- (Rupees Five Thousand Crores only).”
- “RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”
14. To consider and, if, thought fit, to pass with or without modification 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 thereof, for the time being in force), the remuneration of Rs. 2,40,000/- (Rupees Two Lacs Forty Thousand Only) plus service tax as applicable 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 Auditors (Membership no M / 12055) of the Company for conducting the audit of the cost records of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed.
- “RESOLVED FURTHER THAT the Board of Directors of the Company or be and is hereby authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”
15. To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of sub-section (1) of the Section 197 and other applicable provisions of the Companies Act, 2013 (Act), Shri Devendra Kumar Jain (DIN: 00029782), Director of the Company be paid remuneration by way of commission for a period of five financial years commencing from the financial year 2014-15, of an amount equal to one percent of the net profits of the Company to be computed in accordance with the provisions of Section 198 of the said Act.”
- “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.”

16. To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT, in compliance Section 188 of the Companies Act, 2013 (hereinafter referred to as “Act”) read with Rule (15) of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Act, and subject to other approvals, consents, permissions and sanctions of authorities as may be necessary, consent of the Company be and is given to the Board of Directors to enter into the following transactions continuing as on date and also to renew these transactions from time to time at anytime in future, with the Related Parties as defined under Section 2 of the Act:

Name of Related Party	Nature of relationship as defined under the Companies Act, 2013	Nature and Particulars of Contract	Amount per annum (Rs in lacs)
Inox Wind Limited	2 (76) (viii) – Subsidiary Company.	Purchase of Power	195.00
		Sale of Spare Parts	15.00
		Sharing of Noida office facilities of the Company on long term basis (Receipt of office facilities charges)	41.00
Inox Wind Infrastructure Services Limited	2 (76) (viii) – Step down Subsidiary Company.	Operation & Maintenance charges for Windmills	417.00
Inox India Limited	2 (76) (v) – Shri Devendra Kumar Jain, Shri Pavan Jain and Shri Vivek Jain are Directors and holding more than two percent share capital.	Purchase of Assets & disposable cylinders	2650.00
Gujarat Fluorochemicals Americas LLC, USA	2 (76) (viii) – Subsidiary Company.	Sale of Poly Tetra Fluoro Ethylene	5200.00
Gujarat Fluorochemicals GmbH, Germany	2 (76) (viii) – Subsidiary Company.	Sale of Poly Tetra Fluoro Ethylene	7100.00
Xuancheng HengYuan Chemical Technology Co. Ltd	2 (76) (viii) – Joint Venture Company.	Purchase of Anhydrous Hydro Fluoric Acid	220.00
Inox Leisure Limited	2 (76) (viii) – Subsidiary Company.	Sale of Refrigerant gases R-22	1.00
Devansh Gases Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Taking the residential premises on lease at New Delhi (Payment of lease rent)	24.00
Inox Leasing and Finance Limited	2 (76) (viii) – Holding Company.	Taking office premises on lease at Mumbai (Payment of lease rent)	68.00
Devansh Trading and Finance Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Sharing of Delhi office facilities of the Company (Receipt of office facilities charges)	0.13
Siddhapavan Trading and Finance Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Sharing of Delhi office facilities of the Company (Receipt of office facilities charges)	0.13
Inox Chemicals Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Sharing of Delhi office facilities of the Company (Receipt of office facilities charges)	0.13
Siddhomal Investment Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Sharing of Delhi office facilities of the Company (Receipt of office facilities charges)	0.13
Devansh Gases Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Sharing of Delhi office facilities of the Company (receipt of office facilities charges)	0.13
Rajni Farms Private Limited	2 (76) (iv) – Shri Pavan Jain and Shri Vivek Jain are Director and Member.	Sharing of Delhi office facilities of the Company (Receipt of office facilities charges)	0.13
Shri Dinesh Kumar Sachdeva	2 (76) (i) – Whole-time Director.	Taking on lease residential premises at Vadodara (Payment of lease rent)	1.20

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Noida
29th July, 2014

Bhavin Desai
Company Secretary

Notes :

1. A Member entitled to attend the Meeting and vote thereat is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a Member. Duly executed proxies must be registered with the Company not later than forty-eight hours before the scheduled time of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company. However, a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out above is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will be closed from 03rd September, 2014 to 10th September, 2014 (both days inclusive).
5. Those Members who have not received interim dividend and / or final dividend for 2007-08 and / or 2008-09 and / or 2009-10 and / or 2010-11 and / or 2011-12 and / or 2012-13 and / or 2013-14 declared and paid by the Company, are requested to write to our Registrar & Share Transfer Agents.
6. Appointment / Re-appointment of Directors:
The information required to be provided under clause 49 of the Listing Agreement in respect of Director/s being appointed /re-appointed is given herein below:

Name of the Director	Shri Deepak Asher
Director Identification Number	00035371
Date of appointment on Board	22 nd January, 2008
Date of Birth	15 th January, 1959
Experience	Shri Deepak Asher, graduated in Commerce and Law, and is a Chartered Accountant and a Cost Accountant by profession. He has been associated with the Inox Group for more than twenty five years now, in different capacities. He is the founder President of the Multiplex Association of India, and was awarded the Theatre World Newsmaker of the Year Award for his contribution to the cinema exhibition industry. He has been responsible for spearheading the Group's diversification into the cinema and CDM businesses, and now its foray into the wind energy business.
Directorship held in other companies	<ol style="list-style-type: none"> 1. Gujarat Fluorochemicals Limited 2. Inox Leisure Limited 3. Inox Infrastructure Limited 4. Inox Wind Limited 5. Inox Renewables Limited 6. Inox Renewables (Jaisalmer) Limited 7. Swanston Multiplex Cinemas Private Limited 8. GFL GM (Fluorspar) SA



Committee Memberships	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> • GFL Committee of Directors for Operations • GFL Committee of Directors for Wind Power Projects • Inox Wind Limited Committee for Fund Raising Initiatives • Corporate Social Responsibility Committee • Nomination and Remuneration Committee <p>Inox Leisure Limited</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee <p>Inox Wind Limited</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Issue Committee • IWL Committee of Board of Directors for Operations <p>Inox Infrastructure Limited</p> <ul style="list-style-type: none"> • Audit Committee <p>Inox Renewables Limited</p> <ul style="list-style-type: none"> • Audit Committee • IRL Committee of Board of Directors for Operations <p>Inox Renewables (Jaisalmer) Limited</p> <ul style="list-style-type: none"> • Audit Committee • IRJL Committee of Board of Directors for Operations
No of shares held in the Company	0

Name of the Director	Shri Dinesh Kumar Sachdeva
Director Identification Number	00050740
Date of appointment on Board	29 th November, 1996
Date of Birth	12 th December, 1944
Experience	Shri Dinesh Kumar Sachdeva is B.Tech (Chemical Engineering) from the Indian Institute of Technology, Kharagpur, and has over 42 years of experience in the technical field of various chemical / process plants.
Directorship held in other companies	Nil
Committee Memberships	Nil
No of shares held in the Company	0
Name of the Director	Shri Jitendra Singh Bedi
Director Identification Number	01670022
Date of appointment on Board	31 st October, 2006
Date of Birth	13 th August, 1953
Experience	Shri Jitendra Singh Bedi is a Chemical Engineer and has over 36 years of experience in the technical field of various chemical / process plants.
Directorship held in other companies	Nil
Committee Memberships	Nil
No of shares held in the Company	0

Name of the Director	Shri Paresh Nanubhai Trivedi
Director Identification Number	02559529
Date of appointment on Board	22 nd October, 2013
Date of Birth	22 nd November, 1962
Experience	Shri Paresh Nanubhai Trivedi is a Chemical Engineer with 29 years' experience. He was previously with India's largest petrochemical company and has experience in projects, operations, technology, R&D, SHE.
Directorship held in other companies	GM Breweries Limited
Committee Memberships	Nil
No of shares held in the Company	0

Name of Director	Shri Shailendra Swarup
Director Identification Number	00167799
Date of appointment on Board	1 st January, 1988
Date of Birth	20 th November, 1944
Experience	Shri Shailendra Swarup is a law graduate and a Senior Advocate. He is practising in the High Court and Supreme Court of India. He has over 44 years of experience in handling various legal matters. He is also on the Board of several professionally managed companies. Shri Swarup was a Member of the Task Force on Corporate Governance constituted by the Confederation of Indian Industry under the Chairmanship of Shri Rahul Bajaj. He was a member of Consultative Group constituted by the Reserve Bank of India under the Chairmanship of Dr. AS Ganguly.
Directorship held in other companies	<ol style="list-style-type: none"> 1. India Thermit Corporation Limited 2. Subros Limited 3. Bengal & Assam Company Limited 4. Eros Energy Private Limited 5. Vis Legis Consult Private Limited 6. Xerox India Enterprises Private Limited 7. Kangaroo Properties Private Limited 8. Dev Valley Devcon Private Limited 9. Inox Infrastructure Limited 10. JK Paper Limited 11. Gujarat Fluorochemicals Limited
Committee Memberships	Gujarat Fluorochemicals Limited <ul style="list-style-type: none"> • Audit Committee Inox Infrastructure Limited <ul style="list-style-type: none"> • Audit Committee
No of shares held in the Company	10000 Shares

Name of the Director	Shri Om Prakash Lohia
Director Identification Number	00206807
Date of appointment on Board	31 st October, 2006
Date of Birth	26 th May, 1949
Experience	Shri Om Prakash Lohia is Chairman and Managing Director of Indo Rama Synthetics (India) Limited. He is a commerce graduate from Kolkata University and after graduation, joined the family textile business, which gave him management exposure in all disciplines of business management. Shri Lohia has been awarded Udyog Ratna award by the Madhya Pradesh Government in 2005.



Directorship held in other companies	<ol style="list-style-type: none"> 1. Indo Rama Synthetics (India) Limited 2. Lohia Industries Private Limited 3. Indo Rama Retail Holdings Private Limited 4. Maharashtra Airport Development Company Limited 5. Federation of Indian Chamber of Commerce & Industry 6. Gujarat Fluorochemicals Limited
Committee Memberships	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee
No of shares held in the Company	0

Name of the Director	Dr S Rama Iyer
Director Identification Number	00076549
Date of appointment on Board	19 th December, 2007
Date of Birth	19 th August, 1931
Experience	Dr. S Rama Iyer is B E Chemical Engineer and has done his M Tech and Ph. D from Indian Institute of Technology, Mumbai. He is involved with Process Technology, Design Engineering, Project Management and Construction Management of large projects both in India and abroad. He is receipt of Distinguished Alumnus award from Indian Institute of Technology, Mumbai in the year 1996, Achiever of the Year Award from Chemtech Foundation in the year 2003 and Business Leader of the Year Award from Chemtech Foundation in the year 2005.
Directorship held in other companies	<ol style="list-style-type: none"> 1. Deepak Fertilisers and Petrochemicals Corporation Limited 2. Thirumalai Chemicals Limited 3. L&T Infotech Limited 4. Equirus Capital Private Limited 5. Inox Wind Limited 6. Inox Wind Infrastructure Services Limited 7. Inox Renewables Limited 8. Inox Renewables (Jaisalmer) Limited 9. Gujarat Fluorochemicals Limited
Committee Memberships	<p>Deepak Fertilisers and Petrochemicals Corporation Limited</p> <ul style="list-style-type: none"> • Audit Committee • Operations & Project Committee <p>Thirumalai Chemicals Limited</p> <ul style="list-style-type: none"> • Business Review Committee <p>Inox Wind Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>Inox Wind Infrastructure Services Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>Inox Renewables Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>Inox Renewables (Jaisalmer) Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee
No of shares held in the Company	10000 Shares

Name of the Director	Shri Shanti Prasad Jain
Director Identification Number	00023379
Date of appointment on Board	22 nd May, 2009
Date of Birth	1 st February, 1940
Experience	Shri Shanti Prasad Jain is a leading Chartered Accountant and practising since 1963. He has specialized in taxation matters of various reputed companies and banks.
Directorship held in other companies	<ol style="list-style-type: none"> 1. Inox Wind Limited 2. Inox Wind Infrastructure Services Limited 3. Inox Renewables Limited 4. Inox Renewables (Jaisalmer) Limited 5. Inox Infrastructure Limited 6. Gujarat Fluorochemicals Limited
Committee Memberships	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee <p>Inox Wind Limited</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee <p>Inox Wind Infrastructure Services Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>Inox Renewables Limited</p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee <p>Inox Renewables (Jaisalmer) Limited</p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee <p>Inox Infrastructure Limited</p> <ul style="list-style-type: none"> • Audit Committee
No of shares held in the Company	1000

7. 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 2013- 2014 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 addresses registered with the Registrar and Share Transfer Agents.

8. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all Members through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. **E-voting is optional**. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 25th July, 2014.



The process and instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field.
	<ul style="list-style-type: none"> • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i.e. 25th July, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- ii. The voting period begins on 03rd September, 2014 (9:00 am) and ends on 05th September, 2014 (6:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th July, 2014.
- III. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- IV. M/s Samdani Shah and Associates, Practicing Company Secretary (Certificate of Practice Number 2863) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Director or Company Secretary of the Company.
- VI. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.gfl.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange Limited.



ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5 to 8

Shri Shailendra Swarup (DIN: 00167799), Shri Om Prakash Lohia (DIN: 00206807), Dr S Rama Iyer (DIN: 00076549) and Shri Shanti Prasad Jain (DIN: 00023379) are on the Board of the Company as Independent Directors for a period of more than 10 years and hold this position as per the current provisions of the Listing Agreement.

It is proposed to appoint Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain as Independent Directors under Section 149 of the Companies Act, 2013 (Act) and Clause 49 of the Listing Agreement to hold office for 5 (five), consecutive years for a term up to 31st March, 2019 and they shall not be included in the total number of directors liable to retire by rotation at the Annual General Meeting.

Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain for the office of Directors of the Company.

The Company has also received declarations from Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain are independent of the management.

Brief resume of Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain, nature of their experience in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Note no 6 of the Notice.

Copy of the letters for respective appointments of Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain are interested in the resolutions set out respectively at Item Nos. 5 to 8 of the Notice with regard to their respective appointments. The relatives of Shri Shailendra Swarup, Shri Om Prakash Lohia, Dr S Rama Iyer and Shri Shanti Prasad Jain may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 to 8 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 these resolutions.

The directors commend the proposed Resolutions as stated at Item No. 5 to 8 of the Notice be approved.

Item No 9

At the Twenty-Sixth Annual General Meeting of the Company, the Members had re-appointed Shri Dinesh Kumar Sachdeva (DIN 00050740) as a Whole-Time Director of the Company for a period of one year from 29th November, 2013 to 28th November, 2014. It is desirable that the Company should continue to avail his services of Shri Dinesh Kumar Sachdeva who has attained age of seventy years considering his valuable services to the Company as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The Directors commend that the proposed Resolution at Item No. 9 of the Notice be approved.

None of the Directors of the Company is concerned or interested in the proposed Resolution except Shri Dinesh Kumar Sachdeva to the extent of his re-appointment as a Whole-Time Director of the Company.

Item No 10

At the Twenty-Sixth Annual General Meeting of the Company, the Members had re-appointed Shri Jitendra Singh Bedi (DIN: 01670022) as a Whole-Time Director of the Company for a period of one year from 1st December, 2013 to 30th November, 2014. It is desirable that the Company should continue to avail his services as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The Directors commend that the proposed Resolution at Item No. 10 of the Notice be approved.

None of the Directors of the Company is concerned or interested in the proposed Resolution except Shri Jitendra Singh Bedi to the extent of his re-appointment as a Whole-Time Director of the Company.

Item No 11

At the Meeting of the Board of Directors of the Company held on 22nd October, 2013, it had appointed Shri Paresh Nanubhai Trivedi (DIN: 02559529) as an Additional and Whole-Time Director of the Company for a period of one year from 22nd October, 2013. However, prior to the completion of the tenure of his office, Shri Paresh Nanubhai Trivedi has resigned as Director and Whole-time Director with effect from 27th June, 2014. It is proposed that the Company should ratify his appointment as a Director and Whole-Time Director of the Company, on the terms as contained in the Resolution.

The Directors commend that the proposed Resolution at Item No. 11 of the Notice be approved.

None of the Directors of the Company is concerned or interested in the proposed Resolution.

Items No 12 and 13

The Shareholders of the Company had, vide resolution dated 29th September, 2007, authorized the Board of Directors of the Company to;

- borrow monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 1,500 crores at any point of time; and
- creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers/Financial Institutions/other investing agencies and trustees for the amounts borrowed i.e. upto Rs. 1,500 crores, including interest, charges, etc., payable thereon

under the provisions of Section 293(1) (d) and 293 (1) (a) of the Companies Act, 1956 respectively by way of Ordinary Resolutions.

Under Section 180 of the Companies Act, 2013, ("the Act") the above powers of the Board are required to be exercised only with the consent of the Shareholders by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293 (1) (a) and 293 (1) (d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until 11th September, 2014.

The approval of the Shareholders for the said borrowings and creation of mortgage or charge for the said borrowing or to sale, lease or otherwise dispose off whole or substantially the whole of undertaking of the Company is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180 (1) (a) of the Act, respectively as mentioned in Item Nos. 12 and 13 of the Notice. **As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 26 of the Companies (Management and Administration) Rules, 2014, a Special Resolution to be passed under Section 180 (1) (a) of the Act requires to be passed by voting through a Postal Ballot only. Accordingly, the Postal Ballot form is sent with this Notice of Annual General Meeting and e-voting facility is provided to the Shareholders to cast their vote on the Item no 13 of the Notice. All the Shareholders are requested to kindly refer to the instructions given on the Postal Ballot form.**

The Directors commend the proposed Resolutions at Item Nos. 12 and 13 of the Notice be approved.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the proposed Resolutions at Item Nos. 12 and 13.



Item No 14

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

The directors commend the proposed Resolution as stated at Item No 14 of the Notice be approved.

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. 14 of the Notice.

Item No 15

Section 197 of the Companies Act, 2013 (Act) permits payment of remuneration to a director who is not in whole time employment of the Company, with the approval of the Shareholders in General Meeting.

Shri Devendra Kumar Jain (DIN: 00029782), Director of your Company, has given valuable guidance to the Company on various aspects of general management, corporate governance and business. It is, therefore, desirable to continue to avail his services for future growth and better prospects of the Company and pay remuneration to him as is permissible under Section 197 of the Companies Act, 2013.

The Directors commend that the proposed resolution as stated at Item No. 15 of the Notice be approved.

None of Directors of the Company are concerned or interested in the proposed Resolution, except Shri Devendra Kumar Jain himself, and Shri Pavan Jain and Shri Vivek Jain, being relatives of Shri Devendra Kumar Jain, to the extent of payment of commission to Shri Devendra Kumar Jain, Director of the Company. The relatives of Shri Devendra Kumar Jain may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Item No 16

Section 188 of the Companies Act, 2013 (Act) states that no company shall enter into transactions with Related Party as defined under Section 2 (76) of the said Act except with the consent of the Board and Shareholders of the Company which are either not (a) in Ordinary Course of Business or (b) on arm's length basis or otherwise. The Company had entered into the transactions with Related Parties as mentioned in item no 16 of the Notice prior to commencement of the Act which are continuing as on date. In view the requirements of the referred Section as also Clause 49 of the Listing Agreement effective from 01st October, 2014, the Company is required to obtain approval of the Shareholders in respect of Related Party transactions which are continuing one prior to the commencement of the Act.

The Directors commend that the proposed resolution as stated at Item No. 16 of the Notice be approved.

None of Directors of the Company are concerned or interested in the proposed Resolution, except Shri Devendra Kumar Jain or Shri Pavan Jain or Shri Vivek Jain either for himself through relatives in all the companies mentioned in the resolution and Shri Deepak Asher who is Director of Inox Wind Limited.

By Order of the Board of Directors

Noida
29th July, 2014

Bhavin Desai
Company Secretary

Registered Office :

Survey No. 16/3, 26 & 27, Ranjitnagar 389 380
Taluka Ghoghamba,
District Panchmahal, Gujarat