



GUJARAT
FLUORO CHEMICALS
LIMITED



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CIN : L24110 GJ1987 PLC009362 • Email : contact@gfl.co.in • Web: www.gfl.co.in

GFL: BRD: 14:2018

8th August, 2018

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code 500173

Sub: Notice of 31st Annual General Meeting of the Company and intimation regarding closure of Register of Members and Share Transfer Books.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that the 31st Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Friday, 31st August, 2018 at 4.00 pm at Survey No. 16/3, 26 & 27, Village Ranjitnagar, Taluka Ghoghamba, District Panchmahal. A copy of the notice of the AGM is attached herewith.

Further, pursuant to Regulation 42 of the Listing Regulations, we wish to inform you that the Register of Members and Share Transfer books of the Company will remain closed from Saturday, 25th August, 2018 to Friday, 31st August, 2018 (both days inclusive) for the purpose of Thirty First Annual General Meeting of the Company.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, we wish to inform you that the Company is providing e-voting facility to the Members of the Company to cast their votes by electronic means on all the resolutions set out in the notice of AGM through the E-voting services provided by Central Depository Services (India) Limited.

The cut-off date for determining the eligibility of Members to vote by remote e-voting at the AGM is Friday, 24th August, 2018.

We request you to kindly take record of the above information.

Thanking You,
Yours faithfully,
For Gujarat Fluorochemicals Limited

Bhv

Bhavin Desai
Company Secretary

Notice

GUJARAT FLUOROCHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat

Telephone: 02678-248153, Fax: 02678-248153

Website: www.gfl.co.in, Email id: contact@gfl.co.in

NOTICE is hereby given to the Members of Gujarat Fluorochemicals Limited that the Thirty First Annual General Meeting of the Company will be held at the Registered Office of the Company at Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Friday, the 31st August, 2018, at 03:00 pm, 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 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the report of the Auditors thereon.

2. Declaration of Dividend

To declare Dividend @ ₹ 3.50 per equity share of Re 1 each for the Financial Year ended on 31st March, 2018.

3. Re-appointment of Shri Devendra Kumar Jain (DIN: 00029782) as Director of the Company

To appoint a Director in place of Shri Devendra Kumar Jain (DIN: 00029782) who retires by rotation and being eligible offers himself for re-appointment.

Special Business

4. Re-appointment of Shri Shailendra Swarup (DIN: 00167799) as Independent Director of the Company

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) 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 Shailendra Swarup (DIN: 00167799), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 to 31st March, 2024.”

5. Re-appointment of Shri Om Prakash Lohia (DIN: 00206807) as Independent Director of the Company

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

Notice

“Resolved that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) 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 Om Prakash Lohia (DIN: 00206807), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 to 31st March, 2024.”

6. Re-appointment of Shri Chandra Prakash Jain (DIN: 00011964) as Independent Director of the Company

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) 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 Chandra Prakash Jain (DIN: 00011964), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 to 31st March, 2024.”

7. Re-appointment of Shri Shanti Prashad Jain (DIN: 00023379) as Independent Director of the Company

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) 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 Shanti Prashad Jain (DIN: 00023379), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st March, 2019 and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 to 31st March, 2024.”

8. Re-appointment of Shri Dinesh Kumar Sachdeva (DIN: 00050740) as Whole-time Director of the Company and approve payment of remuneration to him

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 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 Dinesh Kumar Sachdeva (DIN: 00050740) be and is hereby re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 29th November, 2018 on such terms and conditions including remuneration as set out below, subject to the same not exceeding limits specified under Schedule V of the Companies Act, 2013 or any statutory modifications (s) thereof:

Notice

Remuneration of upto ₹ 30 Lakhs 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."

9. Approval of payment of remuneration to Shri Devendra Kumar Jain (DIN: 00029782)

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 Section 197 of the Companies Act, 2013 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), the consent of the Company be and is hereby accorded to pay a commission upto 1% of the Net Profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 to Shri Devendra Kumar Jain (DIN: 00029782), Chairman and Non- Executive Director of the Company for a period of five Financial Years commencing from the Financial Year 2019-20."

10. Approval to give loan to the person in whom the Director of the Company is interested under Section 185 of the Companies Act, 2013

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

"Resolved that pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other permissions, consents and approvals, if any, and any other conditions which may be necessary or desirable in the opinion of the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent, authority and approval of the Members of the Company (the "Members") be and is hereby accorded to the Board (including 'GFL Committee of the Board of Directors for Operations') to provide from time to time in the ordinary course of business loans to any of the Company's below named subsidiary companies:

Name of the Company	Amount (₹ in crores)
Inox Wind Limited, Subsidiary Company	100
Inox Wind Infrastructure Services Limited, step-down Subsidiary Company	100

provided that the following terms and conditions are followed:

- all such actions involving loans, the interest amount charged to such subsidiary companies shall not be at a rate lower than the prevailing yield of one year, three year, five year or ten year of Government Security closes to the tenure of the loan ; and
- all such actions are negotiated at arm's length;
- all such actions are in the strategic and in the best interest of the Company (as conclusively determined by the Board in its sole discretion); and
- all such actions are in compliance with the applicable laws."

"Resolved further that the Board (including 'GFL Committee of the Board of Directors for Operations') be and is hereby authorized, in its discretion, to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto to give effect to this resolution."

Notice

11. Re-appointment of Shri Anand Rambhau Bhusari (DIN: 07167198) as Whole-time Director of the Company and approve payment of remuneration to him

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 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 Anand Rambhau Bhusari (DIN: 07167198) be and is hereby re-appointed as Whole-time Director of the Company for a period of one year commencing from 28th April, 2018 on such terms and conditions including remuneration as set out below, subject to the same not exceeding limits specified under Schedule V of the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto ₹ 170 Lakhs 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.”

12. Ratification of approval of payment of remuneration to the Cost Auditor of the Company

To ratify approval of payment of Remuneration to M/s Kailash Sankhlecha & Associates, Vadodara, Cost Auditor of the Company and for this purpose, 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 thereof, for the time being in force), the remuneration of ₹. 3,00,000/- (Rupees Three Lakhs Only) plus GST 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 on 31st March, 2019, be and is hereby ratified and confirmed.”

“Resolved further that the Board of Directors of the Company be and are hereby severally 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.”

By order of Board of Directors

Bhavin Desai
Company Secretary

Date: 26th July, 2018
Place: Noida

Notice

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (Meeting) is entitled to appoint one or more proxies to attend and vote on a Poll only instead of himself / herself and a Proxy need not be a Member. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement 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 ten percent (10%) of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent (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 (1) of the Companies Act, 2013 in respect of the Special Business as per Item No. 4 to 12 of the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books will be closed from Saturday, 25th August, 2018 to Friday, 31st August, 2018 (both days inclusive).
5. Members are requested to note that as per Section 124 (5) of the Companies Act, 2013, unpaid or unclaimed dividend after lapse of a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government along with all the shares. Unclaimed Dividends, as per the details given in the table below, will be transferred to the IEPF on the dates mentioned in the table. Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars and share transfer agents for payment thereof.

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF. Hence, it is in the shareholders' interest to claim any uncashed dividends and for future dividends, opt for Electronic Credit of dividend so that dividends paid by the Company are credited to the investor's account on time.

Dividend Period	Type of Dividend	Due date of transfer
2011-12	Interim	11 th January, 2019
2011-12	Final	1 st September, 2019
2012-13	Interim	6 th March, 2020
2012-13	Final	27 th September, 2020
2013-14	Final	15 th October, 2021
2014-15	Final	3 rd November, 2022
2015-16	Interim	14 th April, 2023
2016-17	Final	2 nd November, 2024

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: https://www.gfl.co.in/IEPF_Shares.php. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

6. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 28th September, 2017.
7. SEBI has decided that Securities of listed companies can be transferred only in dematerialised form from a cut-off date ie 05th December, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
8. Appointment / Re-appointment of Directors:
The information required to be provided under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director/s being appointed / re-appointed is given herein below also in the Corporate Governance Report.

Notice

Name of Director	Shri Devendra Kumar Jain	Shri Dinesh Kumar Sachdeva	Shri Anand Rambhau Bhusari	Shri Shailendra Swarup	Shri Om Prakash Lohia	Shri Chandra Prakash Jain	Shri Shanti Prashad Jain
Date of Birth and Age	2 nd March, 1929, 89 years	12 th December, 1944, 73 years	13 th May, 1958, 60 years	20 th November, 1944, 74 years	26 th May 1949, 69 years	3 rd March, 1946, 72 years	1 st February, 1940, 78 years
Date of first appointment on the Board	01 st January, 1988	29 th November, 1996	28 th April, 2015	1 st January, 1988	31 st October 2006	11 th August, 2016	22 nd May, 2009
Directors Identification Number	00029782	00050740	07167198	00167799	00206807	00011964	00023379
Qualification	Graduate in History (Hons)	B.Tech. Chemical Engineer from Indian Institute of Technology, Kharagpur	M.Tech. Chemical Engineer from Indian Institute of Technology, Mumbai	LL.B.	B.Com.	B.Com. Fellow Chartered Accountant, Advance Diploma in Management.	Fellow Chartered Accountant
Experience / Expertise in Specific Functional Area	Shri Devendra Kumar Jain has over 60 years of rich experience in business management and international trade. In recognition of his successful efforts to increase bilateral trade with Commonwealth countries, he was granted a Dignity of an Honorary Member of the Civil Division in the Order of the British Empire by Her Majesty, the Queen of England. Shri Devendra Kumar Jain has been a Member of the Indian National Committee of the International Chamber of Commerce and has been an Associate Member of the World Economic Forum, Geneva, Switzerland and a Member of the Indian delegation to the Davos symposium on several occasions in past.	Shri Dinesh Kumar Sachdeva has over 47 years of experience in the technical field of various chemical / process plants.	Shri Anand Rambhau Bhusari has over 34 years of experience essentially in Petrochemicals and Refinery Operations, technology management, project execution, debottlenecking, safety and quality systems. He was associated with Reliance Industries for 18 years with his last assignment as COO. Prior to that he was with NOCIL for nearly 10 years. In his past assignments, he has made significant stride towards achieving Operational Excellence. He was also instrumental in deployment of various Business transformation initiatives.	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 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 Ganguly Committee constituted by the Reserve Bank of India in the year 2002 on Corporate Governance of public sector Banks and financial institution with particular emphasis of role of Independent Directors under the Chairmanship of Dr. AS Ganguly.	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 Ugyog Ratna award by the Madhya Pradesh Government in 2005.	Shri Chandra Prakash Jain 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.	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.

Notice

Name of Director	Shri Devendra Kumar Jain	Shri Dinesh Kumar Sachdeva	Shri Anand Rambhau Bhusari	Shri Shailendra Swarup	Shri Om Prakash Lohia	Shri Chandra Prakash Jain	Shri Shanti Prashad Jain
Directorship held in other Companies	<ol style="list-style-type: none"> Inox Leasing and Finance Limited Inox India Private Limited Devansh Gases Private Limited Rajni Farms Private Limited 	Nil	Nil	<ol style="list-style-type: none"> India Thermit Corporation Limited Subros Limited Bengal & Assam Company Limited Eros Energy Private Limited Vis Legis Consult Private Limited Xerox India Enterprises Private Limited Kangaroo Properties Private Limited Dev Valley Devcon Private Limited JK Paper Limited Inox Infrastructure Limited 	<ol style="list-style-type: none"> Indo Rama Synthetics (India) Limited Lohia Industries Private Limited Indo Rama Retail Holdings Private Limited 	<ol style="list-style-type: none"> Jaiprakash Associates Limited Inox Wind Limited Avu Enterprises Private Limited IL&FS Energy Development Company Limited PCI Limited 	<ol style="list-style-type: none"> Ashok Vihar Club Inox Wind Limited Inox Wind Infrastructure Services Limited Inox Renewables Limited Inox Renewables (Jaisalmer) Limited Inox Infrastructure Limited SP Securities Limited
Membership / Chairmanship of other Companies	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> Stakeholder's Relationship Committee, Chairman Committee of Directors for Operations, Chairman <p>Inox Leasing and Finance Limited</p> <ul style="list-style-type: none"> CSR Committee, Chairman 	Nil	Nil	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> Audit Committee 	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee 	<p>PCI Limited</p> <ul style="list-style-type: none"> Audit Committee, Member NR Committee, Member Stakeholder Relationship Committee, Member <p>IL&FS Energy Development Company Limited</p> <ul style="list-style-type: none"> Audit Committee, Member CSR Committee, Member 	<p>Gujarat Fluorochemicals Limited</p> <ul style="list-style-type: none"> Audit Committee, Chairman CSR Committee, Chairman NR Committee, Chairman <p>Inox Wind Limited</p> <ul style="list-style-type: none"> Audit Committee, Chairman Stakeholders Relationship Committee, Member CSR Committee, Member NR Committee, Chairman <p>Inox Wind Infrastructure Services Limited</p> <ul style="list-style-type: none"> Audit Committee, Chairman NR Committee, Chairman

Notice

Name of Director	Shri Devendra Kumar Jain	Shri Dinesh Kumar Sachdeva	Shri Anand Rambhau Bhusari	Shri Shailendra Swarup	Shri Om Prakash Lohia	Shri Chandra Prakash Jain	Shri Shanti Prashad Jain
						Jai Prakash Associates Limited <ul style="list-style-type: none"> Restructuring Committee, member Inox Wind Limited <ul style="list-style-type: none"> Audit Committee, Member 	Inox Renewables Limited <ul style="list-style-type: none"> Audit Committee, Chairman CSR Committee, Member NR Committee, Chairman Inox Renewables (Jaisalmer) Limited <ul style="list-style-type: none"> Audit Committee, Chairman CSR Committee, Member NR Committee, Chairman Inox Infrastructure Limited <ul style="list-style-type: none"> Audit Committee, Chairman NR Committee, Chairman
The Number of Meeting of the Board Attended during the year	4	1	1	4	4	1	4
Remuneration last drawn	₹ 480.01 Lakhs	₹ 23.96 Lakhs	₹ 137.32 Lakhs	₹ 1.80 Lakhs (Sitting Fees)	Nil	₹ 0.40 Lakhs (Sitting Fees)	₹ 1.80 Lakhs (Sitting Fees)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Shri Pavan Jain and Shri Vivek Jain, Directors of the Company.	None	None	None	None	None	None
Shareholding in the Company	20,100 shares	Nil	Nil	10,000 shares	Nil	Nil	1,000 shares

9. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the Listing Regulations, Annual Report for Financial Year 2017-18 of the Company has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses were made available to us by the Depository Participants. We request the Members to register / update their e-mail address with their Depository Participants, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agents of the Company.
10. 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 Friday, 24th August, 2018.

The instructions for Members voting electronically are as under:

- (i) The voting period begins on 28th August, 2018 at 9:00 am and ends on 30th August, 2018 at 5:00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 24th August, 2018 the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Notice

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Notice

- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) 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 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.
 - After receiving the login details, 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 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.
- (xx) 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.
- a. The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of Friday, 24th August, 2018. For all others who are not holding shares as on Friday, 24th August, 2018 and receive the Annual Report of the Company, the same is for their information.
 - b. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 - c. Mr. Satyanarain Samdani, failing him, Mr. Suresh Kumar Kabra, Partner(s) of Samdani Shah & Kabra, has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
 - d. 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 of India Limited.
 - e. Member may address their grievances connected with the e-voting to Mr. Bhavin Desai, Company Secretary, 2nd Floor, ABS Tower, Old Padra Road, Vadodara - 390007, Email ID – bvdesai@gfl.co.in, Phone number- 0265 6198 111.
11. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., Link Intime India Private Limited, Unit: Gujarat Fluorochemicals Limited, B – 102 & 103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta, Akota, Vadodara 390020, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.

Notice

12. Members desiring any relevant information on the Annual Report of the Company at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
13. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
14. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
15. Members holding shares in single name and in physical form are advised to make nomination by filing form SH 13 with the Company respect of their shareholding in the Company. In case of Members holding shares jointly, all joint holders shall together nominate any person as Nominee by filing form SH 13 with the Company in respect of their shareholding in the Company.
16. 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 this Meeting and copies thereof shall also be available for inspection in physical form at the Office of the Company situated at 2nd Floor ABS Towers, Old Padra Road, Vadodara - 390007 and also at the Meeting.
17. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4 to 7

Shri Shailendra Swarup (DIN: 00167799), Shri Om Prakash Lohia (DIN: 00206807), Shri Chandra Prakash Jain (DIN: 00011964), Shri Shanti Prashad Jain (DIN: 00023379) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations. They hold office as Independent Directors of the Company up to 31st March, 2019 ("first term") in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of highly satisfactory performance evaluation of Independent Directors, has recommended re-appointment of Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. Further, the appointees are not debarred from holding the office of Director pursuant to any SEBI Order. The Board, based on the performance evaluation of Independent Directors 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, the continued association of Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad 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 also received declarations from Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4, 5, 6 and 7, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain are interested in the resolutions set out respectively at Item Nos. 4, 5, 6 and 7 of the Notice with regard to their respective re-appointments. The relatives of Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company

Brief resume of Shri Shailendra Swarup, Shri Om Prakash Lohia, Shri Chandra Prakash Jain and Shri Shanti Prashad Jain, nature of his experience in specific functional areas and names of companies in which of he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided at Note No. 8 of the Notice.

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. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 4, 5, 6 and 7 of the Notice for approval by the members.

Item No. 8

At the Thirtieth 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, 2017 to 28th November, 2018. It is desirable that the Company should continue to avail the services of Shri Dinesh Kumar Sachdeva as Whole-Time Director of the Company, on the terms as contained in the Resolution.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

The matter regarding re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director was placed before the Nomination and Remuneration Committee 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 Sections 196, 197, 203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company for a period of one year with effect from 28th November, 2018 is being placed before the Members for their approval.

Brief resume of Shri Dinesh Kumar Sachdeva, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided at Note No. 8 of the Notice.

Shri Dinesh Kumar Sachdeva is interested in the resolution set out at Item No. 8 of the Notice with regard to his re-appointment. The relatives of Shri Dinesh Kumar Sachdeva may be deemed to be interested in the resolution set out at Item No. 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 this resolutions.

The Directors recommend the Resolution as stated at Item No. 8 of the Notice for approval of the Members by way of a Special Resolution.

Item No. 9

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), Chairman 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. 9 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, Chairman 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. 10

The recently amended Section 185 of the Companies Act, 2013 by the Companies Amendment Act, 2017 read with the amended rules made thereunder, states that a company may advance any loan including any loan represented by a book debt to any person in whom any of the director of the company is interested, subject to the condition that a Special Resolution has been passed by the company in general meeting.

The Company may be required to advance loan including loan represented by a book debt, to the below named companies, in whom the directors of the company are interested:

Sr. No.	Name of the Company to whom loan is to be given in which director(s) is/ are interested	Amount of Loan to be given (₹ in crores)	Purpose
1.	Inox Wind Limited, Subsidiary Company	100	Principal Business activities
2.	Inox Wind Infrastructure Services Limited, step-down Subsidiary Company	100	Principal Business activities

Accordingly, consent of the Members is being sought for by way of a Special Resolution as set out at Item No.10 of the Notice in terms of the provisions of Section 185 of the Companies Act, 2013.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

None of the Directors except Shri Devendra Kumar Jain, Shri Pavan Jain and Shri Vivek Jain are interested in the proposed resolution to the extent of the loan given to these Companies as they are concerned as interested in these Companies on account of their exercise or control of more than twenty five percent of voting power through their Companies / LLPs which are Promoter or Promoter Group of these Companies. Further, Shri Deepak Asher, Non-Executive Director of the Company is also Director of Inox Wind Limited. Also, Shri Shanti Prashad Jain and Shri Chandra Prakash Jain, Independent Directors of the Company are Independent Directors of Inox Wind Limited. Shri Shanti Prashad Jain, Independent Director of the Company is interested in Inox Wind Infrastructure Services Limited.

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

Item No. 11

At the Thirtieth Annual General Meeting of the Company, the Members had appointed Shri Anand Rambhau Bhusari (DIN: 07167198) as a Whole-Time Director of the Company for a period of one year from 28th April, 2017 to 27th April, 2018. It is desirable that the Company should continue to avail the services of Shri Anand Rambhau Bhusari as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Anand Rambhau Bhusari as Whole-time Director was placed before the Nomination and Remuneration Committee 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 Anand Rambhau Bhusari as Whole-time Director of the Company for a period of one year with effect from 28th April, 2018 is being placed before the Members for their approval.

Brief resume of Shri Anand Rambhau Bhusari, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided at Note No. 8 of the Notice.

Shri Anand Rambhau Bhusari is interested in the resolution set out respectively at Item No. 11 of the Notice with regard to his re-appointment. The relatives of Shri Anand Rambhau Bhusari may be deemed to be interested in the resolution set out respectively at Item No. 11 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 recommend the Resolution as stated at Item No. 11 of the Notice for approval of the Members.

Item No. 12

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. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2019.

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. 12 of the Notice.

The Directors recommend the Resolution as stated at Item No. 12 of the Notice for approval of the Members by way of an Ordinary Resolution.

By order of Board of Directors

Bhavin Desai
Company Secretary

Date: 26th July, 2018
Place: Noida

GUJARAT FLUORO CHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380,
Taluka Ghoghamba, District Panchmahal**Telephone:** 02678-248153, **Fax:** 02678-248153**Website:** www.gfl.co.in, **Email id:** contact@gfl.co.in**ATTENDANCE SLIP****(To be handed over at the entrance of Meeting Hall)**

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 31st Annual General Meeting of the Company held at the Registered Office of the Company at Survey Number 16/3, 26 and 27, Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Friday, 31st August, 2018, at 3:00 pm

Sr. No. :

Member's Name and Address details	
DP ID*	
Client ID*	
Folio No.	
No. of Shares	

* Applicable only for Investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
Members attending the meeting are requested to bring their copies of the Annual Report with them.

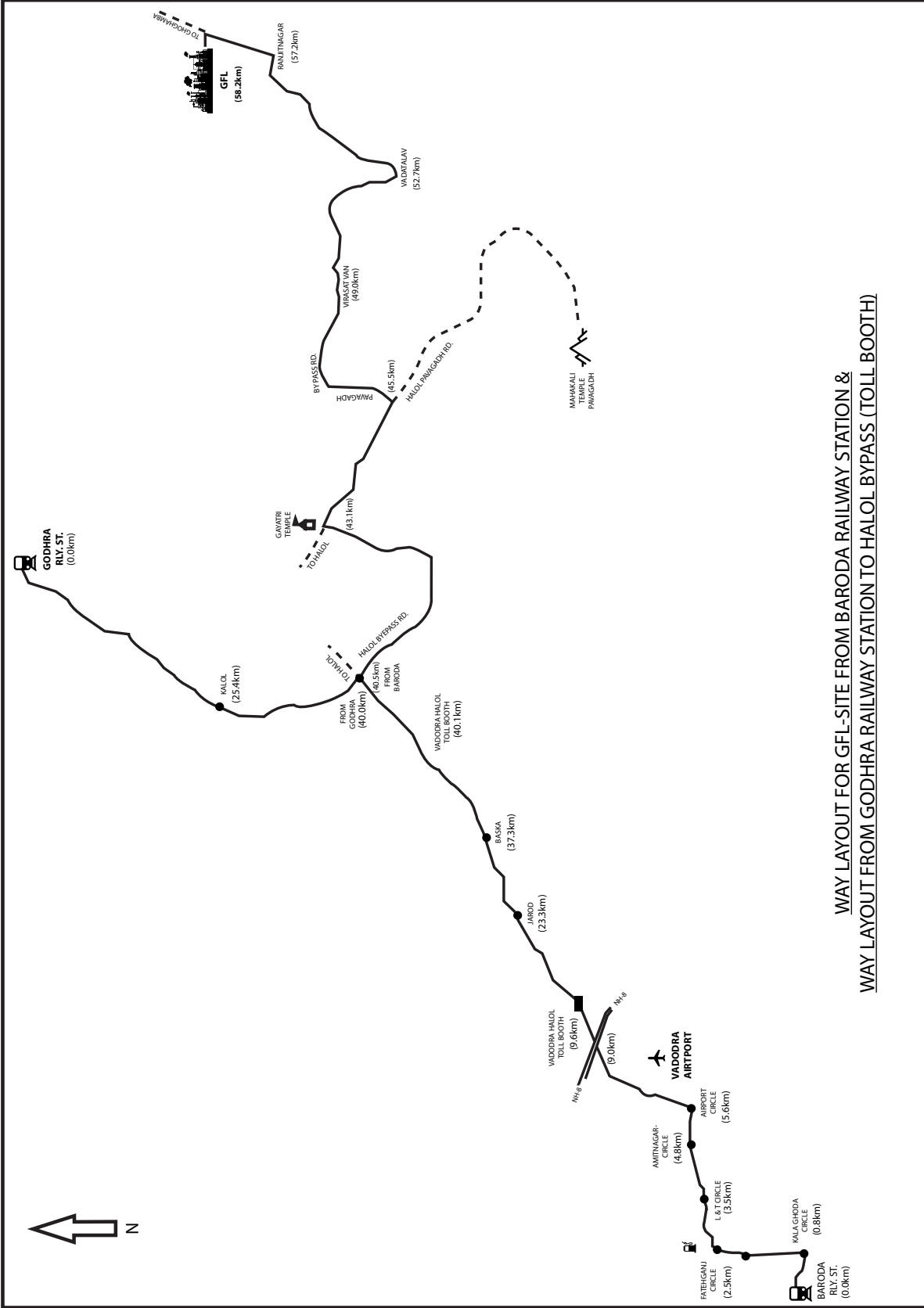
Member's/Proxy's Signature**ELECTRONIC VOTING PARTICULARS**

Members may please note the user id and password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended. Details instructions for e-voting are given in the attached AGM Notice.

E VOTING SEQUENCE NUMBER (EVSN)	USERID	Sequence Number (Password)

Note: The Voting period starts from Tuesday, 28th August, 2018 (9:00 a.m.) and ends on Thursday, 30th August, 2018 (5:00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP





PROXY FORM

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GUJARAT FLUOROCHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal

Telephone: 002678-248153, **Fax:** 02678-248153

Website: www.gfl.co.in, **Email id:** contact@gfl.co.in

31st Annual General Meeting – 31st August, 2018

Name of the Member(s)	:																			
Registered Address	:																			
E-mail ID	:																			
Folio No./ Client ID	:																			
DP ID	:																			

I/ We, being the Member(s) of _____ shares of the above named Company, hereby appoint

Name : _____ E-mail ID : _____

Address : _____

Signature : _____ Or failing him/ her

Name : _____ E-mail ID : _____

Address : _____

Signature : _____ Or failing him/ her

Name : _____ E-mail ID : _____

Address: _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, 31st August, 2018, at 03:00 p.m. at Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2)(Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of the a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2018, the report of Auditors thereon and the report of the Board of Directors for the said year; and b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2018 and the report of the Auditors thereon.			
2	Declaration of Dividend for the Financial Year ended on 31 st March, 2018.			
3	Re-appointment of Director in place of Shri Devendra Kumar e-ain, (DIN: 00029782) who retires by rotation and, being eligible, seeks re-appointment.			
Special Business				
4	Re-appointment of Shri Shailendra Swarup (DIN: 00167799) as Independent Director of the Company.			
5	Re-appointment of Shri Om Prakash Lohia (DIN: 00206807) as Independent Director of the Company.			
6	Re-appointment of Shri Chandra Prakash Jain (DIN: 00011964) as Independent Director of the Company.			
7	Re-appointment of Shanti Prashad Jain (DIN: 00029968) as Independent Director of the Company.			
8	Re-appointment of Shri Dinesh Kumar Sachdeva (DIN: 00050740) as Whole-time Director of the Company and payment of Remuneration to him.			
9	Approval of payment of remuneration to Shri Devendra Kumar Jain (DIN: 00029782).			
10	Approval to give loan to the person in whom the Director of the Company is interested under Section 185 of the Companies Act, 2013.			
11	Re-appointment of Shri Anand Rambhau Bhusari (DIN: 07167198) as Whole-time Director of the Company and payment of Remuneration to him.			
12	Ratification of approval of payment of Remuneration to the Cost Auditors.			

Signed this _____ day of _____ 2018.

Signature of Member

Signature of Proxy Holder(s)

Affix
Revenue
Stamp not less
than ₹ 1

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.