

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24304GJ2018PLC105479

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAFCI0903C

(ii) (a) Name of the company

GUJARAT FLUOROCHEMICALS

(b) Registered office address

Survey No 16/3, 26 & 27
Taluka Ghoghamba
Village Ranjitnagar
Panch Mahals
Gujarat
388222

(c) *e-mail ID of the company

bvdesai@gfl.co.in

(d) *Telephone number with STD code

02656198111

(e) Website

www.gfl.co.in

(iii) Date of Incorporation

06/12/2018

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited (BSE)	1
2	National Stock Exchange of India Limited (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 25/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	INOX LEASING AND FINANCE L	U65910MH1995PLC085703	Holding	52.58
2	Gujarat Fluorochemicals Singa		Subsidiary	100

3	Gujarat Fluorochemicals Amer		Subsidiary	100
4	Gujarat Fluorochemicals, Gmb		Subsidiary	100
5	SWARNIM GUJARAT FLUORSP/	U24119GJ2012PTC070801	Joint Venture	25
6	GFL GM Fluorspar SA		Subsidiary	74

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	109,850,000	109,850,000	109,850,000
Total amount of equity shares (in Rupees)	200,000,000	109,850,000	109,850,000	109,850,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	200,000,000	109,850,000	109,850,000	109,850,000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	109,850,000	109,850,000	109,850,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	100,000	100,000	100,000	
Increase during the year	109,850,000	109,850,000	109,850,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Pursuant to Scheme of Arrangement	109,850,000	109,850,000	109,850,000	0
Decrease during the year	100,000	100,000	100,000	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
Pursuant to Scheme of Arrangement	100,000	100,000	100,000	
At the end of the year	109,850,000	109,850,000	109,850,000	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			6,508,165,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			10,303,628,000
Deposit			0
Total			16,811,793,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

24,963,888,000

(ii) Net worth of the Company

35,674,846,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	130,300	0.12	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	74,977,606	68.25	0	
10.	Others	0	0	0	
	Total	75,107,906	68.37	0	0

Total number of shareholders (promoters)

14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	14,405,722	13.11	0	
	(ii) Non-resident Indian (NRI)	570,163	0.52	0	
	(iii) Foreign national (other than NRI)	334	0	0	

2.	Government				
	(i) Central Government	100	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,039,703	0.95	0	
4.	Banks	0	0	0	
5.	Financial institutions	286,989	0.26	0	
6.	Foreign institutional investors	4,959,983	4.52	0	
7.	Mutual funds	6,358,656	5.79	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,727,224	6.12	0	
10.	Others NBFC, IEPF, Clearing Membr	393,220	0.36	0	
	Total	34,742,094	31.63	0	0

Total number of shareholders (other than promoters)

12,454

**Total number of shareholders (Promoters+Public/
Other than promoters)**

12,468

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

82

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Total 82 FII	List Attached			4,959,983	4.52

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	14
Members (other than promoters)	0	12,454
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	1	2	0.02	0.04
B. Non-Promoter	0	9	2	6	0	0.01
(i) Non-Independent	0	3	2	1	0	0
(ii) Independent	0	6	0	5	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	12	3	8	0.02	0.05

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANDRA PRAKASH JAIN	00011964	Director	0	
SHANTI PRASHAD JAIN	00023379	Director	2,000	
DEVENDRA KUMAR JAIN	00029782	Director	20,100	
VIVEK KUMAR JAIN	00029968	Managing Director	20,100	
PAVAN KUMAR JAIN	00030098	Director	20,100	
DEEPAK RANJIT ASHER	00035371	Director	0	13/10/2020
SHAILENDRA SWARUP	00167799	Director	10,000	
OM PRAKASH LOHIA	00206807	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VANITA BHARGAVA	07156852	Director	0	
SANATH KUMAR MUP	08425540	Whole-time director	0	
SANJAY SUDHAKAR B	08640818	Whole-time director	0	
BHAVIN VIPIN DESAI	ABIPD3634J	Company Secretary	0	
MANOJ SHRIPATI AGF	ADKPA2923P	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

22

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANATH KUMAR MUP	08425540	Whole-time director	28/04/2019	Appointment
ANAND BHUSARI	07167198	Director	28/04/2019	Cessation
RAJAGOPALAN DORA	07013468	Director	25/09/2019	Cessation
BHAVIN VIPIN DESAI	ABIPD3634J	Company Secretary	01/08/2019	Appointment
MANOJ SHRIPATI AGGARWAL	ADKPA2923P	CFO	01/08/2019	Appointment
VIVEK KUMAR JAIN	00029968	Managing Director	01/08/2019	Change in Designation
SANATH KUMAR MUP	08425540	Whole-time director	01/08/2019	Change in Designation
DINESH KUMAR SACHDEV	00050740	Whole-time director	01/08/2019	Change in Designation
SANJAY SUDHAKAR BANSAL	08640818	Whole-time director	15/02/2020	Appointment
DEVENDRA KUMAR JAIN	00029782	Director	06/08/2019	Change in Designation
PAVAN KUMAR JAIN	00030098	Director	06/08/2019	Change in Designation
VIVEK KUMAR JAIN	00029968	Managing Director	06/08/2019	Change in Designation
DEEPAK RANJIT ASHER	00035371	Director	06/08/2019	Change in Designation
DINESH KUMAR SACHDEV	00050740	Whole-time director	06/08/2019	Change in Designation
SANATH KUMAR MUP	08425540	Whole-time director	06/08/2019	Change in Designation
SHAILENDRA SWARUP	00167799	Director	06/08/2019	Change in Designation
OM PRAKASH LOHIA	00206807	Director	06/08/2019	Change in Designation
SHANTI PRASHAD JAIN	00023379	Director	06/08/2019	Change in Designation
RAJAGOPALAN DORA	07013468	Director	06/08/2019	Change in Designation
VANITA BHARGAVA	07156852	Director	06/08/2019	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
1st Annual General Meeting	06/08/2019	7	7	100
Extra Ordinary General Mee	06/05/2019	7	7	100
Extra Ordinary General Mee	05/07/2019	7	7	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2019	12	12	100
2	27/05/2019	12	12	100
3	16/07/2019	12	6	50
4	26/07/2019	12	5	41.67
5	08/08/2019	12	6	50
6	13/08/2019	12	9	75
7	14/11/2019	11	8	72.73
8	14/02/2020	11	7	63.64

C. COMMITTEE MEETINGS

Number of meetings held

3

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	14/11/2019	4	4	100
2	Audit Committee	14/02/2020	4	3	75
3	Nomination and	14/02/2020	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2020
								(Y/N/NA)
1	CHANDRA PF	8	8	100	0	0	0	Yes
2	SHANTI PRAS	8	8	100	3	3	100	Yes
3	DEVENDRA K	8	8	100	0	0	0	Yes
4	VIVEK KUMAI	8	8	100	0	0	0	Yes
5	PAVAN KUM,	8	3	37.5	0	0	0	No
6	DEEPAK RAN	8	7	87.5	3	3	100	Yes
7	SHAIENDRA	8	7	87.5	2	1	50	Yes
8	OM PRAKASH	8	4	50	1	0	0	Yes
9	VANITA BHAF	8	5	62.5	2	2	100	Yes
10	SANATH KUM	7	1	14.29	0	0	0	Yes
11	SANJAY SUD	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vivek kumar Jain	Managing Direct	20,206,000	50,000,000	0	1,584,000	71,790,000
2	Dinesh Kumar Sach	Whole-time Dire	1,838,000	0	0	168,000	2,006,000
3	Anand Bhusari	Whole-time Dire	1,038,000	0	0	58,000	1,096,000
4	Sanjay Borwankar	Whole-time Dire	808,000	0	0	47,000	855,000
5	Sanath Kumar Mupl	Whole-time Dire	6,766,000	0	0	467,000	7,233,000
	Total		30,656,000	50,000,000	0	2,324,000	82,980,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manoj Shripati Agra	CFO	7,690,000	0	0	0	7,690,000
2	Bhavin Vipin Desai	Company Secre	1,695,000	0	0	0	1,695,000
	Total		9,385,000	0	0	0	9,385,000

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shailendra Swarup	Independent Dir	0	0	0	220,000	220,000
2	Shanti Prasad Jain	Independent Dir	0	0	0	370,000	370,000
3	Rajagopalan Dorais	Independent Dir	0	0	0	20,000	20,000
4	Vanita Bhargava	Independent Dir	0	0	0	330,000	330,000
5	Chandra Prakash J	Independent Dir	0	0	0	230,000	230,000
6	Devendra Kumar Ja	Non- Executive	0	41,746,000	0	180,000	41,926,000
7	Pavan Kumar Jain	Non- Executive	0	0	0	50,000	50,000
8	Deepak Ranjit Ashe	Non- Executive	0	0	0	18,300,000	18,300,000
9	Om Prakash Lohia	Non- Executive	0	0	0	0	0
	Total		0	41,746,000	0	19,700,000	61,446,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Satyanarain Samdani

Whether associate or fellow

Associate Fellow

Certificate of practice number

2863

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

03

dated

26/07/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VIVEK
KUMAR JAIN
Digitally signed by
VIVEK KUMAR JAIN
Date: 2020.11.23
12:37:13 +05'30'

DIN of the director

00029968

To be digitally signed by

DESAI
BHAVIN
VIPIN
Digitally signed by
DESAI BHAVIN
VIPIN
Date: 2020.11.23
14:25:08 +05'30'

Company Secretary

Company secretary in practice

Membership number

7952

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders.pdf
List_of_FII_Shareholding_.pdf
Change_in_Designation_F.pdf
Copy_of_MGT_8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

MGT-8
CERTIFICATE

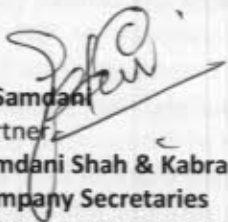
*[Pursuant to Section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

We have examined the registers, records, books and papers of **Gujarat Fluorochemicals Limited** (formerly known as Inox Fluorochemicals Limited) ('the Company') as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the Financial Year ended on March 31, 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year ('period under review') correctly and adequately.
- B. During the period under review, the Company has complied with provisions of the Act and Rules made there under in respect of:
1. Its status under the Act;
 2. Maintenance of registers / records and making entries therein within the time prescribed therefor;
 3. Filing of Forms and Returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
 4. Calling / Convening / Holding Meetings of Board of Directors or its Committees, and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceeding including the circular resolutions have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders;
 6. Advances / Loans to its Directors and / or persons or firms or companies referred in Section 185 of the Act. However, the Company has not granted any loans or provided any security covered under Section 185 of the Act;
 7. Contracts / Arrangements with Related Parties as specified in Section 188 of the Act;
 8. Transfer or transmission of securities and issue of security certificates. There were no buy back of securities / redemption of preference shares or debentures / conversion of shares / securities. Pursuant to scheme of arrangement between GFL Limited (formerly known as Gujarat Fluorochemicals Limited) ('the demerged company' or 'GFL 1') and Gujarat Fluorochemicals Limited (formerly known as Inox Fluorochemicals Limited) ('the resulting company' or 'GFL 2') and their respective shareholders ('Scheme'), 1 (one) fully paid up Equity Share of face value Re. 1 (one) each of the resulting company are issued and allotted as fully paid up for every 1 (one) equity share of face value of Re. 1 (one) each fully paid up held in the demerged company, resulting into the paid up share capital of the Company to Rs. 10,98,50,000 (i.e. 10,98,50,000 equity shares of Re. 1/- each);



9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, wherever applicable;
10. Declaration / payment of dividend. However, no dividend was declared and no unpaid / unclaimed dividend / other amounts were required to be transferred, as applicable, to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. Signing of Audited Financial Statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub-Sections (3) and (5) thereof;
12. Constitution / appointment / re-appointment / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, as the case may be. However, there was no filling up of casual vacancies;
13. Appointment of Auditors as per the provisions of Section 139 of the Act. However, there were no re-appointment / filling up casual vacancies of the Auditor during the period under review;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, wherever applicable;
15. Acceptance / renewal / repayment of deposits. However, the Company has not accepted any deposits as per section 73 to 76 of the Act;
16. Borrowings from its Directors, Members, Public Financial Institutions, Banks and others and Creation / Modification / Satisfaction of Charges in that respect, wherever applicable;
17. Loans and Investments or Guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, wherever applicable;
18. Alteration of the provisions of the Memorandum and / or Articles of Association of the Company. However, pursuant to scheme of arrangement between GFL Limited (formerly known as Gujarat Fluorochemicals Limited) ('the demerged company' or 'GFL 1') and Gujarat Fluorochemicals Limited (formerly known as Inox Fluorochemicals Limited) ('the resulting company' or 'GFL 2') and their respective shareholders ('Scheme'), the authorized share capital of the company increased from Rs. 1,00,000/- to Rs. 20,00,00,000/- divided into 20,00,00,000 equity shares of Re. 1/- each and the name of the company changed from Inox Fluorochemicals Limited to Gujarat Fluorochemicals Limited.


S. Samdani
Partner
Samdani Shah & Kabra
Company Secretaries
FCS No. 3677, CP No. 2863

UDIN: F003677B001267544

Vadodara, November 20, 2020.



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702, Ocean, Sarabhai Compound, Near Centre Square Mall, Dr. Vikram Sarabhai Road, Vadodara-390023.

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Particulars of change in director(s) and Key managerial personnel during the year (2019-20).

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
CHANDRA PRAKASH JAIN	00011964	Director	06/08/2019	Change in Designation
DINESH KUMAR SACHDEVA	00050740	Whole-time director	15/02/2020	Cessation