

GFCL: BRD: 2025

16<sup>th</sup> May, 2025

The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

The Secretary  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai 400 051

**Scrip Code: 542812**

**Symbol: FLUOROCHEM**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2025**

**Ref.: Regulation 24(A)(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 24(A)(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, read with Chapter IV – Section IV-A of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 ("Master Circular"), we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 issued by M/s Samdani Shah & Kabra, Practicing Company Secretaries (ICSI Unique Code: P2008GJ016300).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
**For Gujarat Fluorochemicals Limited**

**Bhavin Desai**  
**Company Secretary**  
**FCS 7952**

Encl.: As above

**Secretarial Compliance Report**

For the Financial Year ended March 31, 2025

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Chapter IV – Section IV-A of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024 ("Master Circular")]

We, Samdani Shah & Kabra, Company Secretaries, have examined (a) all the documents and records made available to us and explanation provided by **Gujarat Fluorochemicals Limited** having CIN: L24304GJ2018PLC105479 ("Listed Entity"), (b) the filings / submissions made by the Listed Entity to the Stock Exchanges, (c) Website of the Listed Entity, (d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the Financial Year ended March 31, 2025 ("review period") in respect of compliance with the provisions of:

- A. the Securities and Exchange Board of India Act, 1992 and the Regulations, Circulars, Guidelines issued thereunder; and
- B. the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined for the review period, include: -

- a. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");
- b. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; However, there were no actions/events pursuant to these regulations, hence not applicable.
- c. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. SEBI (Buy-back of Securities) Regulations, 2018; However, there were no actions / events pursuant to these regulations, hence not applicable.
- e. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.
- f. SEBI (Prohibition of Insider Trading) Regulations, 2015;
- g. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with clients;
- h. SEBI (Depositories and Participants) Regulations, 2018;
- i. SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.
- j. SEBI (Debenture Trustees) Regulations, 1993.

and based on the above examination, we hereby report that, during the review period:

- i. The Listed Entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued thereunder, except in respect of matters as specified in **Annexure – I** to this Report.



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- ii. The Listed Entity has taken actions to comply with the observations made in previous reports as specified in **Annexure – II** to this Report.
- iii. The compliance status of the Listed Entity with the requirements is as specified in **Annexure – III** to this Report.

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Listed Entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677 | CP No. 2863



ICSI Peer Review # 1079/2021

ICSI Unique Code: P2008GJ016300

ICSI UDIN:F003677G000361199

Place: Vadodara | Date: May 16, 2025

Encl.: A/a



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## Annexure - I

i The Listed Entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued thereunder, except in respect of matters as specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (In Rs.)	Observations / Remarks of the Practicing Company Secretary ("PCS")	Management Response	Remarks
1	At least half of the Board of Directors of the Company shall consist of Independent Directors, where the regular non-executive chairperson is a promoter of the Company or is related to any promoter or person occupying management positions at the level of board of directors or at one level below the board of directors.	Reg. 17(1)(b) of the SEBI LODR Regulations, 2015.	Half of the Board of Directors shall be comprised of Independent Directors.  The Board Composition is not in compliance with the said requirement.	1. National Stock Exchange; and 2 BSE ("Stock Exchanges")	Imposed Fine of Rs.2,89,100/- (including GST) by both Stock exchanges separately (1. NSE Limited vide Letter No. NSE/LIST-SOP/COMB/FINES/0307 dated March 17, 2025, for non-compliance with SEBI (LODR) Regulations, 2015, and 2. BSE Limited vide email dated March 17, 2025, for imposing Fines as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Actions for Non-Compliance).	The Board Composition is not in compliance with the said requirement.	Fine of Rs. 2,89,100/- (including GST) each imposed by both the Stock Exchanges for non-compliance of Reg. 17(1) of the SEBI LODR Regulations, 2015 for the quarter ended 31 December 2024 .	Effective from 13th August, 2024 till 24th March, 2025, there were 5 Independent Directors on the Board, out of total strength of 11 Directors. Hence, the Company was required to appoint one more Independent Director during the period referred herein this para.	The Company had appointed Mr. Shesh Narayan Pandey, as Whole-time Director of the Company w.e.f. 13th August, 2024, and as a result, the total strength of Board becomes 11 (Eleven) Directors that includes 5 (five) Independent Directors.  However, Mr. Shesh Narayan Pandey, Whole Time Director of the Company had tendered his resignation w.e.f. 24th March, 2025. As a result, the total strength of Board becomes 10 (Ten) Directors that included 5 (five) Independent Directors. Hence, with effect from 25th March, 2025. The Company is in compliance with Regulation 17 (1) (b) of the SEBI LODR Regulations, 2015.  The Company had paid fine of Rs. 2,89,100 (including GST) each to BSE and NSE on 18th March, 2025, and also intimated to the both Stock Exchanges on the same date.	-

## Annexure - II

i The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31,2024	Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	Details of Violation / deviations and actions taken / penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
1	Effective from 03.11.2023 till 31.03.2024, there were 5 Independent Directors on the Board, out of total strength of 11 Directors.	Effective from 03.11.2023 till 31.03.2024, there were 5 Independent Directors on the Board out of total strength of 11 Directors.	As per Reg. 17(1)(b) of the SEBI LODR Regulations, 2015, At least half of the Board of Directors of the Company shall consist of Independent Directors, where the regular non-executive chairperson is a promoter of the Company or is related to any promoter or person occupying management positions at the level of board of directors or at one level below the board of directors.	Half of the Board of Directors shall be comprised of Independent Directors. The Board Composition is not in compliance with the said requirement.	The Company had appointed Dr. Bir Kapoor, as Deputy Managing Director of the Company w.e.f. 03rd November, 2023, and as a result, the total strength of Board becomes 11 (Eleven) Directors that includes 5 (five) Independent Directors.  However, Mr. Jay Shah, Whole Time Director of the Company had tendered his resignation w.e.f. 06th May, 2024. As a result, the total strength of Board becomes 10 (Ten) Directors that included 5 (five) Independent Directors. Hence, with effect from 06th May, 2024, the Company is complied with Regulation 17 (1) (b) of the SEBI LODR Regulations, 2015.	The Company appointed Dr. Bir Kapoor as Deputy Managing Director w.e.f. 03rd November, 2023, increasing the Board strength to 11 (Eleven) Directors, including 5 (Five) Independent Directors. Subsequently, Mr. Jay Shah, Whole Time Director, resigned w.e.f. 06th May, 2024, reducing the Board strength to 10 (Ten) Directors, while maintaining 5 (Five) Independent Directors.  Accordingly, the composition of the Board is in compliance with Regulation 17(1) of the SEBI LODR Regulations, 2015 w.e.f. May 06, 2024.  Hence, the observation stands closed effective from May 06, 2024. .



Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	Details of Violation / deviations and actions taken / penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
2	Non-disclosure of extent and nature of security created and maintained with respect to secured listed Non-convertible Debentures ('NCDs') of the Company, in the Financial Statements ('Financial Results') for year ended on March 31, 2023, as submitted with BSE Limited on May 05, 2023.	Reg. 17(1)(b) of the SEBI LODR Regulations, 2015.	As per Reg. 54 (2) of SEBI LODR Regulations, 2015, Disclosure of extent and nature of security created and maintained with respect to secured listed Non-convertible Debentures ('NCDs') of the Company, shall be made in the Annual Financial Statements ('Financial Results') for year ended on March 31, 2023.	Extent and nature of security created and maintained with respect to secured listed Non-convertible Debentures ('NCDs') of the Company, were not disclosed in the Financial Statements ('Financial Results') for year ended on March 31, 2023 as submitted with BSE Limited on May 05, 2023.	The Company had received Security Cover Certificate from Statutory Auditors on May 08, 2023 and accordingly, the same had been submitted by the Company with BSE Limited on May 08, 2023.  Further, the Company has also paid Rs. 3,450/- towards fine imposed on the Company through electronic transfer of funds on July 15, 2023.	The Company has paid the fine amounting to Rs. 3,450/- as imposed by the BSE Limited through electronic fund transfer on July 15, 2023, for non-compliance of Reg. 54 (2) of SEBI LODR Regulations, 2015.  Hence, this observation stands closed.





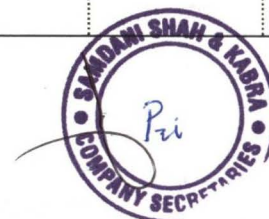
## Annexure - III

Compliance Status of the Listed Entity with the following requirements is given hereunder:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1	<b>Secretarial Standards:</b>		
	The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	--
2	<b>Adoption and timely updation of the Policies:</b>		
	(a) All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity.	Yes	--
	(b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the Regulations / Circulars / Guidelines issued by the SEBI.	Yes	--
3	<b>Maintenance and Disclosures on Website:</b>		
	(a) The Listed Entity is maintaining a functional website.	Yes	--
	(b) Timely dissemination of the documents / information under a separate section on the website.	Yes	--
	(c) Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) of the SEBI LODR Regulations, 2015 are accurate and specific which re-directs to the relevant document(s) / section of the website.	Yes	--
4	<b>Disqualification of Director:</b>		
	None of the Directors of the Listed Entity are disqualified under Section 164 of the Companies Act, 2013.	Yes	--
5	<b>Details related to Subsidiaries of Listed Entity have been examined w.r.t.</b>		
	(a) Identification of Material Subsidiary Companies.	Yes	--
	(b) Requirements with respect to disclosure of Material as well as other Subsidiaries.	Yes	--
6	<b>Preservation of Documents:</b>		
	The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		--



Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
7	<b>Performance Evaluation:</b>		
	The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees of the Board at the start of every Financial Year (FY) / during FY as prescribed in SEBI LODR Regulations, 2015.	Yes	--
8	<b>Related Party Transactions:</b>		
	(a) The Listed Entity has obtained prior approval of the Audit Committee for all Related Party Transactions.	Yes	--
	(b) In case no prior approval obtained, the Listed Entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	NA	No such case
9	<b>Disclosure of Events or Information:</b>		
	The Listed Entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of the SEBI LODR Regulations, 2015, within the time limits prescribed thereunder.	Yes	--
10	<b>Prohibition of Insider Trading:</b>		
	The Listed Entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		
	No Actions taken against the Listed Entity / its Promoters / Directors / Subsidiary(ies) either by the SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under SEBI Regulations and Circulars / Guidelines issued thereunder except as provided under Annexure - I & II.	Yes	Fine of Rs. 2,89,100/- (including GST) each imposed by both the Stock Exchanges for non-compliance of Regulation 17(1) of SEBI LODR Regulations, 2015 for the quarter ended December 31, 2024.





Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
12	<b>Resignation of Statutory Auditors from the Listed Entity or its material subsidiaries</b>		
	In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the review period, the Listed Entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by Listed Entity.	NA	No such case
13	<b>Additional Non-compliances, if any:</b>		
	No additional non-compliances observed for any of the SEBI Regulations / Circulars / Guidance Note(s) etc.	Yes	--

