

8<sup>th</sup> October 2021

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001  
Scrip code: 542812

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai 400 051  
Scrip Code: FLUOROCHEM

Dear Sir/Madam,

**Sub: Disclosure of Material Events/ Information under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) - Notice of Extra-ordinary General Meeting (EGM) of the Company**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we would like to inform you that, the Board of Directors of the Company at their Meeting held on today i.e. 08<sup>th</sup> October, 2021, have approved the Notice of 2<sup>nd</sup> Extra-ordinary General Meeting of the Company, which will be held on **Tuesday, the 02<sup>nd</sup> November, 2021 at 11:30 a.m.** through Video Conferencing (VC)/other Audio Visual Means (OAVM), a copy of which is enclosed.


In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company has provided the remote e-voting facility to its Shareholders to exercise their vote by electronic means in respect of the business to be transacted through e-voting services and VC/OAVM facility provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting will commence on **Thursday, 28 October, 2021 (09:00 AM)** and end on **Monday, the 02 November, 2021 (05:00 PM)**. During this period the Shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of **26 October, 2021** may cast their vote electronically and also at the time of EGM of the Company.

We request you to please take the above on record.

Thanking you,

**Yours faithfully,**  
**For Gujarat Fluorochemicals Limited**

  
**Bhavin Desai**  
**Company Secretary**  
**FCS- 7952**  
**Encl:- as above**





## **Gujarat Fluorochemicals Limited**

**(CIN L24304GJ2018PLC105479)**

**Registered Office:** Survey No 16/3, 26 & 27, Village Ranjitnagar 389380,  
Taluka Ghoghamba, District Panchmahal

**Telephone** +91 2678 248153, **Fax** +91 2678 248153

**Website:** [www.gfl.co.in](http://www.gfl.co.in); **Email:** [bvdesai@gfl.co.in](mailto:bvdesai@gfl.co.in)

### **Notice of Extra Ordinary General Meeting**

To,

The Member(s),

#### **Gujarat Fluorochemicals Limited**

**NOTICE** is hereby given that the **Second Extra-ordinary General Meeting** of the Members of **Gujarat Fluorochemicals Limited** ('Company') will be held on **Tuesday, the 02<sup>nd</sup> November, 2021**, at **11.30 am**, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

#### **SPECIAL BUSINESS**

- 1. Approval to modify the limit to advance any loan or give guarantee/s or provide any security/ies in connection with any loan/s taken by the person in whom the Director of the Company is interested under Section 185 of the Companies Act, 2013 within the overall ceiling limit remaining same as approved at the First Annual General Meeting held on 06<sup>th</sup> August,2019**

To consider and, if, thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, in partial modification of the resolution/s passed earlier in this behalf at the First Annual General Meeting of the Company held on 6<sup>th</sup> August, 2019, and 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 Committee of Directors for Operations) to modify the amount upto which any loan or guarantee/s or security/ies given or to be given, within the overall ceiling limit remaining the same as approved by the Shareholders at their first Annual General Meeting held on 06<sup>th</sup> August,2019, in connection with any loans taken from time to time in ordinary course of business as mentioned in the table and on the terms and conditions as provided herein below:

**(Rs. in crores)**

<b>Name of the Company</b>	<b>Approved limit</b>	<b>Revised Limit</b>
Inox Wind Infrastructure Services Limited	1,000	400
Resco Global Wind Services Private Limited	0	600
<b>Total of overall ceiling limit</b>	<b>1,000</b>	<b>1,000</b>



Terms and Conditions:

1. all such actions involving commission on Guarantee or Security charged/to be charged to the above mentioned companies shall be as per prevailing rate charged to the Company;
2. all such actions are negotiated at arm's length;
3. the loan/s for which guarantee/s or security/ies are utilised by the borrowing company for its principal business activities;
4. 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
5. all such actions are in compliance with the applicable laws.”

“**RESOLVED FURTHER THAT** the above mentioned revised limit in respect of any loan, guarantee/s or security/ies given or to be given shall be effective in the proportion of the above mentioned revised limit at the time of the implementation Business Restructuring Plan between Inox Wind Infrastructure Services Limited (IWISL) and Resco Global Wind Services Private Limited (RESCO) with respect to the transfer of Erection, Procurement and Commissioning (EPC) Business by IWISL to RESCO and in case of the transfer of any loan/s or credit facility/ies proposed to be transferred to RESCO are either delayed or not getting transferred than the proposed revised limit assigned to RESCO to that extent will be reduced and to that extent added back to the proposed revised limit assigned to IWISL to remain within the overall ceiling limit as approved by the Shareholders at their first Annual General Meeting held on 06<sup>th</sup> August, 2019 ”

“**RESOLVED FURTHER THAT** pursuant to Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), the consent of the Members of the Company be and is hereby also accorded to the Board of Directors of the Company (including Committee of Directors for Operations) in respect of contract(s)/ arrangement(s) / transaction(s) entered into by the Company with Inox Wind Infrastructure Services Limited and Resco Global Wind Services Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, for advance any loan or give guarantee/s or provide any security/ies in connection with any loan/s taken by the person as mentioned above which is in the ordinary course of business of the Company and at arm’s length basis.

“**RESOLVED FURTHER THAT** the Board (including Committee of Directors for Operations) and / or Mr. Vivek Jain, Managing Director and/or Mr. Bhavin Desai, Company Secretary of the Company and/or or Mr. Bhavesh Jingar, Deputy Company Secretary of the Company be and are hereby severally authorized, in their 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.”

By order of the Board of Directors

Sd/-

Date: 08.10.2021  
Place : Vadodara

Bhavin Desai  
Company Secretary  
FCS- 7952

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of



Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Extraordinary General Meeting (EGM) will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.gfl.co.in](http://www.gfl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.
9. The Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Rules setting out the material facts for the proposed Special Resolution and the reasons thereof is annexed hereto and forms part of this Notice.



**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The voting period begins on **28<sup>th</sup> October, 2021 at 09:00 a.m.** and ends on **01<sup>st</sup> November, 2021 at 05:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **26<sup>th</sup> October, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit



<p><b>CDSL</b></p>	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <ol style="list-style-type: none"> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistrati on">https://web.cdslindia.com/myeasi/Registration/EasiRegistrati on</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on</li> </ol>



	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

5. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders</b>
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<b>holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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.</li> </ul>

6. After entering these details appropriately, click on “SUBMIT” tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
10. 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.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. 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.
16. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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](mailto: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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bvdesai@gfl.co.in](mailto:bvdesai@gfl.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
  - The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
1. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
  2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([bvdesai@gfl.co.in](mailto:bvdesai@gfl.co.in)). These queries will be replied to by the company suitably by email.
  6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
  8. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [alpesh.gandhi@linkintime.co.in](mailto:alpesh.gandhi@linkintime.co.in)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual



meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

17. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Link Intime India Private Limited, Unit: Gujarat Fluorochemicals Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, 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.
18. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
19. 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 the Extra-ordinary General Meeting and copies thereof shall also be available for inspection in physical form at the Office of the Company situated at Second Floor, ABS Towers, Old Padra Road, Vadodara – 390 007, Gujarat and also at the Meeting.
20. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
21. The Board of Directors has appointed Mr S. Samdani (Membership No. FCS 3677) of M/s Samdani Shah & Kabra, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), within 2 working days from the conclusion of the EGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolutions have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gfl.co.in](http://www.gfl.co.in) and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Section 185 of the Companies Act, 2013 read with the relevant rules made thereunder, states that a Company may advance any loan or give any guarantee or provide any security in connection with any loan taken by 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. Further, Regulation 23 (4) of Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) states that if aggregate value of transactions with related party exceeds 10% of the consolidated turnover of the Company, the approval of Members is required by way of Special Resolution.

The Shareholders of the Company at its First Annual General Meeting held on 6<sup>th</sup> August, 2019 had approved the limit to advance loan including loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by, to the below named companies, in which the directors of the company are interested which is proposed to be revised as under:

<b>(Rs. in crores)</b>		
<b>Name of the Company</b>	<b>Approved limit</b>	<b>Revised Limit</b>
Inox Wind Infrastructure Services Limited	1,000	400
Resco Global Wind Services Private Limited	0	600
<b>Total of overall ceiling limit</b>	<b>1,000</b>	<b>1,000</b>

The above mentioned revised limit in respect of any loan or guarantee/s or security/ies given or to be given shall be effective in proportion of the revised limit as mentioned in table above at the time of the implementation Business Restructuring Plan between Inox Wind Infrastructure Services Limited (IWISL) and Resco Global Wind Services Private Limited (RESCO) with respect to the transfer of Erection, Procurement and Commissioning (EPC) Business by IWISL to RESCO and in case of the transfer of any loan/s or credit facility/ies proposed to be transferred to RESCO are either delayed or not getting transferred than the proposed revised limit assigned to RESCO to that extent will be reduced and to that extent will be added back to the proposed revised limit assigned to IWISL to remain within overall ceiling limit as approved by the Shareholders at their first Annual General Meeting held on 06<sup>th</sup> August, 2019.

Accordingly, consent of the Members is being sought for by way of a Special Resolution as set out above in terms of the provisions of Section 185 of the Companies Act, 2013 and Regulation 23 (4) of the Listing Regulations. The Directors recommend the said Resolution for approval of the Members.

None of the Directors except Mr. Devendra Kumar Jain and Mr. 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.

Mr. Shanti Prashad Jain is Independent Director of Inox Wind Limited and Inox Wind Infrastructure Services Limited.

By order of the Board of Directors

Sd/-  
Bhavin Desai  
Company Secretary

Date: 08.10.2021  
Place : Vadodara