

# Integrated Governance

## Gujarat Fluorochemicals Limited

### General information about company

Scrip code	542812	
NSE Symbol	FLUOROCHEM	
MSEI Symbol	NOTLISTED	
ISIN	INE09N301011	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	No fine or penalty was imposed on the Company during the quarter ended 30th September, 2025.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	G00227	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																						
Whether the listed entity has a Regular Chairperson																		true				
Whether Chairperson is related to MD or CEO																		true		Disqualification of Directors under section 164 of the Companies Act, 2013		
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Retirees
1	Mr	Devendra Kumar Jain	00029782	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	Yes	25-09-2020	06-12-2018				2	0	3	2	
2	Mr	Shailendra Swarup	00167799	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	29-09-2023	06-12-2018	06-12-2023		81.25	3	3	5	2	
3	Mr	Vivek Kumar Jain	00029968	Executive Director	Not Applicable	MD	false				Active	NA		06-12-2018				1	0	5	0	
4	Mr	Om Prakash Lohia	00206807	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	29-09-2023	06-12-2018	06-12-2023		81.25	2	1	1	0	
5	Mr	Shanti Prashad Jain	00023379	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	29-09-2023	06-12-2018	06-12-2023		81.25	1	1	2	1	
6	Ms	Vanita Bhargava	07156852	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-12-2018	06-12-2023		81.25	2	2	4	1	
7	Mr	Chandra Prakash Jain	00011964	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	29-09-2023	06-12-2018	06-12-2023		81.25	1	1	0	0	
8	Mr	Bir Kapoor	01771510	Executive Director	Not Applicable	MD	false				Active	NA		03-11-2023				1	0	0	0	
9	Mr	Sanath Kumar Muppurala	08425540	Executive Director	Not Applicable		false				Active	NA		28-04-2019	28-04-2025	05-08-2025		1	0	0	0	C
10	Mr	Niraj Kishore Agnihotri	09204198	Executive Director	Not Applicable		false				Active	NA		01-07-2021	01-07-2025	05-08-2025		1	0	0	0	C
11	Mr	Sunil Kumar Singh Chauhan	11229650	Executive Director	Not Applicable		false				Active	NA	05-08-2025	05-08-2025				1	0	0	0	

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023379	Shanti Prashad Jain	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00167799	Shailendra Swarup	Non-Executive - Independent Director	Member	13-08-2019		
3	07156852	Vanita Bhargava	Non-Executive - Independent Director	Member	13-08-2019		
4	00029968	Vivek Kumar Jain	Executive Director	Member	12-11-2020		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023379	Shanti Prashad Jain	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00206807	Om Prakash Lohia	Non-Executive - Independent Director	Member	13-08-2019		
3	00167799	Shailendra Swarup	Non-Executive - Independent Director	Member	10-11-2021		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00167799	Shailendra Swarup	Non-Executive - Independent Director	Chairperson	10-11-2021		
2	00023379	Shanti Prashad Jain	Non-Executive - Independent Director	Member	13-08-2019		
3	00029968	Vivek Kumar Jain	Executive Director	Member	13-08-2019		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029968	Vivek Kumar Jain	Executive Director	Chairperson	13-08-2019		
2	00023379	Shanti Prashad Jain	Non-Executive - Independent Director	Member	13-08-2019		
3	00167799	Shailendra Swarup	Non-Executive - Independent Director	Member	10-11-2021		

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023379	Shanti Prashad Jain	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	00029968	Vivek Kumar Jain	Executive Director	Member	13-08-2019		
3	00167799	Shailendra Swarup	Non-Executive - Independent Director	Member	10-11-2021		

**Other Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

### Annexure I

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-05-2025			true	10	7	5
2	05-08-2025	69		true	8	7	4

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-05-2025				true	4	4	3	0
2	Audit Committee	05-08-2025	69			true	4	3	2	0
3	Nomination and remuneration committee	05-08-2025				true	3	2	2	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

### Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Bhavin Desai
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
No records available	

**Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)**

<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

1	Name of signatory	Bhavin Desai
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	Bhavin Desai
Designation of person	Company Secretary and Compliance Officer
Place	Vadodara
Date	30-10-2025

### Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	CG, LC, Bank Limit earned marked	35,06,57,902.21	3,32,79,77,236.24
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	Fixed Deposit back facility, Mutual Fund Lien Marked	2,76,06,559.65	1,26,59,48,754.42
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name	Manoj Agrawal		
Designation	CFO		
Place	Vadodara		
Date	30-10-2025		

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	3
No. of investor complaints disposed off during the Quarter	3
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Flurry Wind Energy Private Limited	18-07-2025	0.00	26.00	26.00
2	Flurry Wind Energy Private Limited	30-09-2025	26.00	0.00	26.00

**Text Block**

Textual Information(1)

The Company held 26.00% of the shares in Flurry Wind Energy Private Limited and acquired additional shares during the quarter ended 30th September, 2025. However, the aggregate shareholding remained unchanged at 26.00% as of 30th September, 2025. Accordingly, 0.00% has been entered in the column of % shares or voting rights acquired during the quarter.

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Commissioner of Customs (Adjudication), Mumbai	14-10-2024	An appealable order is passed by the office of the Commissioner of Customs, Mumbai demanding duty of Rs. 30,46,87,136/- with applicable interest and penalty equivalent to the duty amount and fine of Rs.19,50,00,000/- under the Customs Act, 196. As per the judgement of the honorable Supreme Court dated 28th April, 2023 on the said issue, the assessee is entitled to take Input Tax Credit for duty paid. Further, on basis of our assessment, we believe that the consequential demand for penalty and fine is not sustainable. The Company is in the process of preferring an appeal against the said demand before the appellate authority.	The Company has filed appeal before the CESTAT on 14.01.2025 against the Order of Commissioner of Customs (Adjudication), Mumbai.
2	The Assistant Commissioner, Central GST and Central	19-05-2025	The Company had paid GST on Royalty @ 12 % at the time of filing GST3B relying on Sr.no 1 of the Notification No. 10/2017-1GST (Rate) dated 28" June 2017 till August 2022 under a bona fide impression that GST Rate applicable to the said transaction is 12%. During the annual internal review, it was observed there was a new notification No. 06/2021 - Central Tax (Rate) Dated 30-09-2021, which levied tax @ 18% on such transaction with immediate effect. Accordingly, a differential provision of 6% on Royalty was created in the books on 1st September 2022 and was paid along with applicable Interest on 15th October 2022. Despite the Suo-moto compliance, the Department passed the Order dated 13.05.2025 and has imposed a penalty for short payment of GST.	The Company has filed appeal before the Additional /Joint Commissioner (Appeals) of CGST and Central Excise, Vadodara on 13 June 2025.