



An **INOX** GFL Group Company

PROCEDURE FOR 04TH ANNUAL GENERAL MEETING OF GUJARAT FLUORO CHEMICALS LIMITED TO BE HELD ON THURSDAY 29TH SEPTEMBER 2022, AT 11:30 AM (IST), THROUGH AUDIO/VIDEO CONFERENCING (VC)

Bhavin Desai: It is now 11:30 A.M., the time for the Meeting to commence.

I welcome you all to the 04th Annual General Meeting of the Gujarat Fluorochemicals Limited. This Meeting is being held through Audio / Video Conferencing Services and is hosted by Central Depository Services (India) Limited (CDSL) in terms of an arrangement entered into by the Company with CDSL. This is in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Registers required as per the Companies Act, 2013 are open for inspection electronically. Members seeking to inspect such documents can send an email to bhavesj.jingar@gfl.co.in or bvdesai@gfl.co.in.

Pursuant to Article 45 of the Articles of Association of the Company, the Directors present at the Meeting have elected Mr. Vivek Kumar Jain, Managing Director of the Company to be the Chairman of this Meeting.

Now I would like to familiarize you regarding conduct of the AGM and your participation. The facility of joining the AGM through Audio / Video Conferencing is being made available for Members on first come first served basis. All Members who have joined this AGM are by default placed on mute by the Host to avoid any disturbance arising from background noise and to ensure smooth conduct of the Meeting.

The Company has received requests from six Shareholders to speak at this AGM. I will announce name of each Shareholder to whom we will unmute for expressing his or her views after I explain the sequence of the Meeting and the process of e-voting on the Resolutions before and during this AGM.

During the AGM if any Shareholder faces any technical issue he or she may contact the helpline numbers mentioned in the Notice of the AGM. E-voting for the Resolutions proposed will be kept open for 15 minutes at the end of the Meeting and announcement for the same will be made by the Chairman.

The requisite quorum under Section 103 of the Companies Act, 2013 is present and the Meeting is called to Order.

I would now like to introduce the Board Members who have joined from their respective locations

Mr. Devendar Kumar Jain, Chairman
Mr. Vivek Jain, Managing Director

Mr. Shanti Prashad Jain, Independent Director and Chairman of Audit and Nomination and Remuneration Committee
Mr. Shailendra Swarup, Independent Director and Chairman of Stakeholder's Relationship Committee
Mr. Om Prakash Lohia, Independent Director



Mr. Sanath Kumar Muppirala, Mr. Sanjay Borwankar and Mr. Niraj Agnihotri, are the Whole Time Directors of the Company

Mr. Chandra Prakash Jain and Ms. Vanita Bhargava Independent Directors have informed us for their inability to attend this Meeting

Mr. Manoj Agrawal, Chief Financial Officer is present at this Meeting.

Mr. Sanjay Agrawal, Partner of M/s Patankar & Associates, Independent Auditors of the Company and Mr. Satyanarayain Samdani, Partner of M/s. Samdani Shah & Kabra, Secretarial Auditors and Scrutinizers are also present at the Meeting through Video Conferencing.

A live streaming of this Meeting is also being webcast on CDSL website. The Company has taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM.

The Company has received **6** letters along with the Board resolutions from Corporate Shareholders appointing and authorizing representatives under Section 113 of the Companies Act, 2013 in respect of **7,32,44,579** equity shares representing **66.68%** of the paid-up equity capital.

Since this AGM is held through Video Conference pursuant to applicable circulars of the Ministry of Corporate Affairs and SEBI, physical attendance of the Members has been dispensed with. Accordingly, the facility of appointing Proxy is not applicable for this Meeting. Members who have not voted earlier through remote e-Voting can cast their vote during the Meeting through e-Voting.

The Notice convening this Annual General Meeting and a copy of the Annual Report for the Financial Year 2021-22 have already been circulated electronically within the statutory period to all the Members of the Company, whose email IDs are registered with the Company / Depository Participant(s). With the permission of the Members, I shall take Notice of 04th Annual General Meeting of the Company, which is circulated to Members of the Company as read. The Auditor's Report on Standalone and Consolidated Financial statements and the Secretarial Audit Report for the Financial Year 31st March, 2022 do not contain any qualification, reservation or adverse remark and accordingly, the reports are not required to be read out in terms of requirement of Section 145 of the Companies Act, 2013.

Thank you very much. I now request Mr. Vivek Kumar Jain, Chairman of the Meeting, to conduct further proceedings of this AGM.

Vivek Jain:

Thank you very much for the honour and privilege bestowed upon me.

I welcome you all to this 04th Annual General Meeting of the Company, held through Audio / Video Conferencing.

The Company has already given full details about its financial performance in the Annual Report for the Financial Year 2021-22 and its plans in the



Integrated Section and Management Discussion and Analysis Report which are forming part of Annual Report circulated to all the Shareholders.

I request Mr. Bhavin Desai to explain the sequence of the Meeting and the process of e-voting on the resolutions before and during this AGM.

Bhavin Desai:

Thank you sir. I would like to mention that as per the Companies Act, 2013 and SEBI Listing Regulations, 2015 which mandates the Company to provide for electronic Voting to its Members; the Company has provided to its Members the facility to cast their vote through the remote electronic system administered by the CDSL. The facility of e-Voting at this AGM is also provided to the attendee Members who have not voted through remote e-voting facility. Members may go to the e-voting page of CDSL and cast their vote while at the same time be part of the proceedings of this AGM. M/s. Samdani Shah & Kabra, Practicing Company Secretary has been appointed as scrutinizer to scrutinize the votes cast at the Meeting and through remote e-Voting. Since the AGM is being held through Audio / Video Conference and the Resolutions mentioned in Notice convening this AGM have been already put to vote through remote e-Voting there will be no proposing or seconding of the resolutions.

Bhavin Desai:

Nine Resolutions are proposed to be passed at this AGM. Out of these, the first three businesses are Ordinary Businesses to be passed, as Ordinary Resolutions and Item No. 4 to 9 are Special Businesses out of which Item no. 8 is to be passed as Special Resolution and Item No. 4 to 6 and Item No. 9 as an Ordinary Resolutions.

First Resolution is in respect of adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, and the reports of the Board of Directors and Auditors thereon.

Second Resolution is in respect of Noting of the payment of First Interim Dividend and declaration of Final Dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2022

Third Resolution is in respect of Re-appointment of Mr. Devendra Kumar Jain (DIN: 00029782) as Director of the Company.

Fourth Resolution is in respect of Re-appointment of Mr. Vivek Kumar Jain (DIN: 00029968), as Managing Director of the Company and approve payment of remuneration to him.

Fifth Resolution is in respect of Re-appointment of Mr. Sanjay Sudhakar Borwankar (DIN: 08640818) as Whole-time Director of the Company.

Sixth Resolution is in respect of Re-appointment of Mr. Sanath Kumar Muppirla (DIN: 08425540) as Whole-time Director of the Company`.

Seventh Resolution is in respect of Re-appointment of Mr. Niraj Agnihotri (DIN: 09204198) as Whole-time Director of the Company.

Eighth Resolution is in respect of Approval of payment of remuneration to Mr. Devendra Kumar Jain, (DIN: 00029782) Non-Executive Director of the



Company for the Financial Year 2021-22 which is in excess of fifty percent of the total remuneration to all Non-Executive Directors of the Company for the Financial Year 2021-22.

Ninth Resolution is in respect of Ratification of approval of payment of remuneration to the Cost Auditor of the Company

In compliance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided e-voting facility to all its Members through the e-voting platform of CDSL in respect of all the Resolutions proposed to be passed at this Annual General Meeting (AGM) either as an Ordinary Business (Item Nos. 1 to 3) or as a Special Business (Item Nos. 4 to 9). The e-voting period in respect of all the Resolutions proposed to be passed at this AGM commenced on Monday, 26th September 2022 at 09.00 am and closed on Wednesday, 28th September 2022 at 5.00 pm.

Bhavin Desai:

Now, I will announce the name of speaker shareholder one by one whom we will unmute and he can express his views:

Sr. No.	DP ID	Name of Shareholder	No of shares	Remark
1	'IN300513-14168116	Anant Jain	47470	No questions received. He has requested for a call with Mr VK Soni sir as has only technical questions which we will arrange later on
	'12010600-00883223		55460	
2	IN300441-10237300	Rangan V	4000	No questions received
3	'12081600-14075099	Rupesh Gulabchand Tatiya	3300	No questions received
4	'12081600-57216675	Aman Vij	135	No questions received
5	1208160018320060'	Rahul Kumar Paliwal	1	No questions received
6	'IN301313-80099382	Vinay Vishnu Bhide	1	General questions received which are sent to Mr. Manoj A



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Vivek Jain:

Now that we have address to all the speaker Shareholders requirements, I authorize Mr. Bhavin Desai, to conduct the voting procedure in presence of Mr. Satyanarain Samdani and conclude the Meeting. The E-Voting facility will remain open for the next 15 minutes to enable Members to cast their vote. The results of the e-Voting at AGM and together with results of remote e-Voting shall be available on the website of the Company, website of CDSL and websites of both BSE & NSE, within 2 working days from the conclusion of this Meeting.

I truly appreciate the dedicated efforts of all our employees who have played a key role in building this Company to the strength it has reached. I also take this opportunity to thank all my colleagues on the Board for their continued support and guidance. Lastly, I would like to thank all the Shareholders of the Company for taking the initiative to join this Meeting through Video Conference and for the support you have provided to the Company over the past years. I trust we can count on your continued support in the future as well.