



PROCEDURE FOR 5th ANNUAL GENERAL MEETING OF GUJARAT FLUOROCHEMICALS LIMITED TO BE HELD ON FRIDAY, 29TH SEPTEMBER, 2023, 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 5th Annual General Meeting (AGM) of the Gujarat Fluorochemicals Limited. This Meeting is being held through Audio / Video Conferencing Services and is hosted by National Securities Depository Limited (NSDL) in terms of an arrangement entered by the Company with NSDL which complies with the requirements prescribed in the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time.

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.jingarg@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 Jain, Managing Director of the Company to be the Chairman of this Annual General 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 **3(three)** 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. Devendra 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, Mr. Chandra Prakash Jain and Ms. Vanita Bhargava
Independent Directors of the Company

Mr. Sanath Kumar Muppirala, Mr. Jay Mohanlal Shah and Mr. Niraj Agnihotri,
Whole-time Directors of the Company

Mr. Manoj Agrawal, Chief Financial Officer is also 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 AGM is also being webcast on the website of NSDL. 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 **7,07,13,779** equity shares representing **64.37%** of the paid-up equity capital.

Since this AGM is held through Video Conferencing pursuant to the 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 AGM. Members who have not voted earlier through remote e-Voting can cast their vote during the AGM through e-Voting.

The Notice convening 5th Annual General Meeting and a copy of the Integrated Annual Report for the Financial Year 2022-23 of the Company 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 5th 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, 2023 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 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 5th Annual General Meeting of the Company, held through Audio / Video Conferencing.

The Company has already given full details about its financial performance in the Integrated Annual Report for the Financial Year 2022-23 and its Business Plans in the Integrated Section and Management Discussion and Analysis Report which are forming part of the Integrated Annual Report of the Company circulated to all the Shareholders.



I request Mr. Bhavin Desai to explain the sequence of the Meeting, objective and implications of the resolutions 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 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 NSDL. 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 NSDL and cast their vote while at the same time be part of the proceedings of this AGM. M/s. Samdani Shah & Kabra, Practicing Company Secretaries 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.

Thirteen Resolutions are proposed to be passed at this AGM. Out of these, the first three businesses are Ordinary Businesses to be passed, as an Ordinary Resolutions and Item No. 4 to 13 are Special Businesses out of which Item no. 4 is to be passed as an Ordinary Resolution, Item no. 5 to 12 are to be passed as Special Resolutions and Item No. 13 is to be passed as an Ordinary Resolution. Now, I will explain you briefly, the purpose and implications of each of this resolution:

First Resolution is in respect of adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023, 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 the Equity Shares of the Company for the Financial Year ended 31st March, 2023.

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. Jay Mohanlal Shah (DIN: 09761969) as Whole-time Director of the Company.

Fifth Resolution is in respect of Re-appointment of Mr. Shailendra Swarup (DIN: 00167799) as an Independent Director of the Company.

Sixth Resolution is in respect of Re-appointment of Mr. Shanti Prashad Jain (DIN: 00023379) as an Independent Director of the Company.

Seventh Resolution is in respect of Re-appointment of Mr. Chandra Prakash Jain (DIN: 00011964) as an Independent Director of the Company.

Eighth Resolution is in respect Re-appointment of Mr. Om Prakash Lohia (DIN: 00206807) as an Independent Director of the Company.

Ninth Resolution is in respect of Re-appointment of Ms. Vanita Bhargava



(DIN: 07156852) as an Independent Director of the Company.

Tenth Resolution is in respect of Approval of payment of remuneration to Mr. Devendra Kumar Jain (DIN: 00029782) Non-Executive Director of the Company, for a period of 5 (five) Financial Years from 2023-24.

Eleventh 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 2022-23 which is in excess of fifty percent of the total remuneration to all Non-Executive Directors of the Company for the Financial Year 2022-23.

Twelfth Resolution is in respect of Alteration of the Articles of Association of the Company.

Thirteen 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 NSDL 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 4) or as a Special Business (Item Nos. 5 to 13). The e-voting period in respect of all the Resolutions proposed to be passed at this AGM commenced on Tuesday, 26th September 2023 at 09.00 am and closed on Thursday, 28th September 2023 at 5.00 pm.

Bhavin Desai:

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

Sr. No.	DP ID	Name of Shareholder	No of shares
1	IN300724-10177073	Prabhjot Singh Sahni	300
2	1208160057216670	Aman Vij	704
3	1204470007749830	Karan Piyush Mehta	1

Vivek Jain:

Now that we have addressed to all the speaker Shareholders requirements, I authorize Mr. Bhavin Desai, to conduct the voting procedure at this AGM 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 NSDL 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 Conferencing 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.