

## NOTICE

### GUJARAT FLUORO CHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal

Telephone: 02678-248153, Fax: 02678-248153

Website: www.gfl.co.in, Email id: contact@gfl.co.in

NOTICE is hereby given to the Members of Gujarat Fluorochemicals Limited that the Twenty-Ninth Annual General Meeting of the Company will be held at the Registered Office of the Company at Survey Number 16/3, 26 & 27, Village Ranjitnagar 389 380, Taluka Ghoghamba, District Panchmahal, Gujarat, on the Monday 26<sup>th</sup> September, 2016, at 12:00 noon, to transact the following business:

#### ORDINARY BUSINESS

##### 1. Adoption of Financial Statements

To consider and adopt

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the report of the Auditors thereon.

##### 2. Re-appointment of Shri Pavan Jain as Director of the Company

To appoint a Director in place of Shri Pavan Jain (DIN: 00030098) who retires by rotation and being eligible offers himself for re-appointment.

##### 3. Ratification of the appointment of Independent Auditors and to authorize the Board of Directors to fix Remuneration

To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of M/s. Patankar & Associates, Chartered Accountants, Pune (Firm Registration No. 107628W), as Independent Auditors of the Company be and is hereby ratified, to hold office from the conclusion of 29<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration based on the recommendation of the Audit Committee including reimbursement of out of pocket expenses in connection with

the audit of the Accounts for the Financial Year ending on 31<sup>st</sup> March, 2017."

#### SPECIAL BUSINESS

##### 4. Re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company and approve payment of Remuneration to him

To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Dinesh Kumar Sachdeva (DIN: 00050740) be and is hereby re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 29<sup>th</sup> November, 2016 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Dinesh Kumar Sachdeva, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto ₹ 30 lakh per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company.

In addition to remuneration within the above range, Shri Dinesh Kumar Sachdeva would also be entitled to the Company car with driver, telephone facility, and insurance for self. Use of car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961."

"Resolved further that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

## NOTICE(Contd.)

### 5. Re-appointment of Shri Anand Rambhau Bhusari as Whole-time Director of the Company and approve payment of Remuneration to him

To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Anand Rambhau Bhusari (DIN: 07167198) be and is hereby re-appointed as Whole-time Director of the Company for a period of one year commencing from 28<sup>th</sup> April, 2016 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Anand Rambhau Bhusari, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto ₹ 130 lakh per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force.”

“Resolved further that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### 6. Ratification of approval of payment of Remuneration to the Cost Auditor of the Company

To ratify approval of payment of Remuneration to M/s Kailash Sankhlecha & Associates, Vadodara, Cost Auditor of the Company and for this purpose, to pass the following resolution, as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of

Rs. 2,40,000/- (Rupees Two Lakh Forty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s. Kailash Sankhlecha & Associates, Cost Auditors (Membership No. M/12055) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31<sup>st</sup> March, 2017, be and is hereby ratified and confirmed.”

“Resolved further that the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

### 7. Appointment of Shri Chandra Prakash Jain as an Independent Director of the Company

To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Chandra Prakash Jain (DIN: 00011964), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 144 of the Articles of Association of the Company to fill up causal vacancy caused by resignation of Dr S Rama Iyer (DIN: 00076549), Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31<sup>st</sup> March, 2019.”

By Order of the Board of Directors

Noida  
11<sup>th</sup> August, 2016

**Bhavin Desai**  
Company Secretary

**NOTICE**(Contd.)

## Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (Meeting) is entitled to appoint one or more proxies to attend and vote on a Poll only instead of himself / herself and a Proxy need not be a Member. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
3. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item No. 4 to 7 hereinabove is annexed hereto.
4. The Register of Members and Share Transfer Books will be closed from Monday, 19<sup>th</sup> September, 2016 to Monday, 26<sup>th</sup> September, 2016 (both days inclusive).
5. Those Members who have not received interim dividend and / or final dividend for 2009-10 and / or 2010-11 and / or 2011-12 and / or 2012-13 and / or 2013-14 and / or 2014-15 and / or 2015-16 declared and paid by the Company, are requested to write to our Registrar & Share Transfer Agents of the Company.
6. Appointment / Re-appointment of Directors:  
The information required to be provided under Regulation 36 (3) of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 in respect of Director/s being appointed / re-appointed is given herein below and also in the Corporate Governance Report:

<b>Name of Director</b>	<b>Shri Pavan Jain</b>	<b>Shri Dinesh Kumar Sachdeva</b>	<b>Shri Anand Rambhau Bhusari</b>	<b>Shri Chandra Prakash Jain</b>
Date of Birth and Age	17 <sup>th</sup> May, 1951, 65 years	12 <sup>th</sup> December, 1944, 72 years	13 <sup>th</sup> May, 1958, 58 years	3 <sup>rd</sup> March, 1946, 70 years
Date of first appointment on the Board	4 <sup>th</sup> February, 1987	29 <sup>th</sup> November, 1996	28 <sup>th</sup> April, 2015	11 <sup>th</sup> August, 2016
Directors Identification Number	00030098	00050740	07167198	00011964
Qualification	B.Tech. Chemical Engineer from Indian Institute of Technology, New Delhi	B.Tech. Chemical Engineer from Indian Institute of Technology, Kharagpur	M.Tech. Chemical Engineer from Indian Institute of Technology, Mumbai	Shri Chandra Prakash Jain is a Fellow Chartered Accountant (FCA) and holds Advance Diploma in Management. He holds a bachelor's degree in commerce from Rajasthan University and a bachelor's degree in law from Agra University.

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Name of Director	Shri Pavan Jain	Shri Dinesh Kumar Sachdeva	Shri Anand Rambhau Bhusari	Shri Chandra Prakash Jain
Experience / Expertise in Specific Functional Area	Shri Pavan Jain is post graduate in Chemical Engineering from Indian Institute of Technology, New Delhi with over 40 years of experience of handling several diverse businesses, of which the last twenty have been as Managing Director of Inox Air Products Private Limited. Under his stewardship, Inox Air Products Private Limited has grown from a single plant business, to one of the largest players in the Industrial Gas business in the country.	Shri Dinesh Kumar Sachdeva is B. Tech, Chemical Engineer from Indian Institute of Technology, Kharagpur, and has over 47 years of experience in the technical field of various chemical / process plants.	Shri Anand Rambhau Bhusari is a Post Graduate in Chemical Engineering from Indian Institute of Technology, Mumbai and has 34 years of experience essentially in Petrochemicals & Refinery Operations, technology management, project execution, debottlenecking, safety & quality systems. He was associated with Reliance Industries for 18 years with his last assignment as COO. Prior to that he was with NOCIL for nearly 10 years. In his past assignments, he has made significant stride towards achieving Operational Excellence. He was also instrumental in deployment of various Business transformation initiatives.	Shri Chandra Prakash Jain is former Chairman and Managing Director of NTPC Limited. He was also the Chairman of the Standing Conference of Public Enterprises (SCOPE) for the period 2003-05. He has been a past member of the Standing Technical Advisory Committee of the Reserve Bank of India, Audit Advisory Board of the Comptroller & Auditor General of India. He has in the past headed the Confederation of Indian Industries (CII's) National Committee on Energy. Presently he is also an Independent Director on the Boards of IL&FS Energy Development Company Limited, Adani Power Limited and PCI Limited. He is also a Member of Advisory Board of Axis Infrastructure Fund.
Directorship held in other Companies	Inox Leasing and Finance Limited Inox Air Products Private Limited Inox India Private Limited Inox Leisure Limited Inox Infrastructure Limited Inox Renewables Limited Rajni Farms Private Limited Devansh Gases Private Limited	Nil	Nil	Jaiprakash Associates Limited Inox Wind Limited AVU Enterprises Private Limited Prime Meiden Limited IL&FS Energy Development Company Limited IIDC Limited PCI Limited Adani Power Limited

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<b>Name of Director</b>	<b>Shri Pavan Jain</b>	<b>Shri Dinesh Kumar Sachdeva</b>	<b>Shri Anand Rambhau Bhusari</b>	<b>Shri Chandra Prakash Jain</b>
Membership / Chairmanship of other Companies	Gujarat Fluorochemicals Limited Stakeholders' Relationship Committee, Member Inox India Private Limited Audit Committee, Member Stakeholders' Relationship Committee, Member CSR Committee, Member NR Committee, Member Inox Leasing and Finance Limited Audit Committee, Chairman Stakeholders' Relationship Committee, Chairman CSR Committee, Member Inox Air Products Private Limited Stakeholders' Relationship Committee, Chairman Audit Committee, Chairman Operations Committee of Board of Directors, Chairman CSR Committee, Chairman Inox Leisure Limited Stakeholders' Relationship Committee, Chairman	Nil	Nil	IIDC Limited Audit Committee, Chairman CSR Committee, Member PCI Limited Audit Committee, Member NR Committee, Member Stakeholder Relationship Committee, Member Adani Power Limited Audit Committee, Member NR Committee, Member Stakeholder Relationship Committee, Member Risk Management Committee, Member IL&FS Energy Development Company Limited Audit Committee, Member CSR Committee, Member Prime Meiden Limited Audit Committee, Member NR Committee, Chairman Jai Prakash Associates Limited Restructuring Committee, Member Mumbai Metro Private Limited Audit Committee, Member
The Number of Meeting of the Board Attended during the year	1	1	2	Not applicable since appointed on 11 <sup>th</sup> August, 2016
Remuneration last drawn	Rs 20,000 (Sitting Fees for Board Meeting)	₹ 24.52 lakh	₹ 115.57 Lakh	Not applicable since appointed on 11 <sup>th</sup> August, 2016

<b>Name of Director</b>	<b>Shri Pavan Jain</b>	<b>Shri Dinesh Kumar Sachdeva</b>	<b>Shri Anand Rambhau Bhusari</b>	<b>Shri Chandra Prakash Jain</b>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Shri Devendra Kumar Jain, Chairman and Shri Vivek Kumar Jain, Managing Director of the Company	None	None	None
Shareholding in the Company	20,100 shares	Nil	Nil	Nil

7. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the Listing Regulations, Annual Report for Financial Year 2015-16 of the Company has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses were made available to us by the Depository Participants. We request the Members to register / update their e-mail address with their Depository Participants, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agents of the Company.
8. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all Members through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. E-voting is optional. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Monday, 19<sup>th</sup> September, 2016.

**The instructions for Members voting electronically are as under:**

- (i) The voting period begins on Friday, 23<sup>rd</sup> September, 2016 at 09.00 am and ends on Sunday, 25<sup>th</sup> September, 2016 at 05.00 pm. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 19<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field (attached with Annual Report).</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 emailed to 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

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Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- a. The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of Monday, 19<sup>th</sup> September, 2016. For all others who are not holding shares as on Monday, 19<sup>th</sup> September, 2016 and receive the Annual Report of the Company, the same is for their information.
- b. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- c. M/s Samdani Shah & Associates, Practicing Company Secretary (Certificate of Practice Number 2863) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

- d. The Results 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 within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
- e. Member may address their grievances connected with the e-voting to Mr. Bhavin Desai, Company Secretary, 2<sup>nd</sup> Floor ABS Towers, Old Padra Road, Vadodara - 390007, Email ID – [bvdesai@gfl.co.in](mailto:bvdesai@gfl.co.in), Phone number- 0265 6198 111.

9. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., Link Intime India Private Limited, Unit: Gujarat Fluorochemicals Limited, B – 102 & 103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta, Akota, Vadodara 390020, 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.
10. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
11. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
12. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
13. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
14. 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 this Meeting and copies thereof shall also be available for inspection in physical form at the Office of the Company situated at 2<sup>nd</sup> Floor ABS Towers, Old Padra Road, Vadodara - 390007 and also at the Meeting.
15. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.



## ANNEXURE TO THE NOTICE

The Statement under Section 102 (1) of the Companies Act, 2013

### Item No. 4

At the Twenty-Eight Annual General Meeting of the Company, the Members had re-appointed Shri Dinesh Kumar Sachdeva (DIN: 00050740) as a Whole-Time Director of the Company for a period of one year from 29<sup>th</sup> November, 2015 to 28<sup>th</sup> November, 2016. It is desirable that the Company should continue to avail the services of Shri Dinesh Kumar Sachdeva as Whole-Time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended his re-appointment.

In compliance of Section 196, 197, 203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company for a period of one year with effect 28<sup>th</sup> November, 2016 is being placed before the Members for their approval.

Brief resume of Shri Dinesh Kumar Sachdeva, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided at Note No. 6 of the Notice.

Shri Dinesh Kumar Sachdeva is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his re-appointment. The relatives of Shri Dinesh Kumar Sachdeva may be deemed to be interested in the resolution set out respectively at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the Resolution as stated at Item No. 4 of the Notice for approval of the Members by way of a Special Resolution.

### Item No. 5

At the Twenty-Eight Annual General Meeting of the Company, the Members had appointed Shri Anand Rambhau Bhusari (DIN: 07167198) as a Whole-Time Director of the Company for a period of one year from 28<sup>th</sup> April, 2015 to 27<sup>th</sup> April, 2016. It is desirable that

the Company should continue to avail the services of Shri Anand Rambhau Bhusari as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Anand Rambhau Bhusari as Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended his re-appointment.

In compliance of Section 196, 197, 203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Anand Rambhau Bhusari as Whole-time Director of the Company for a period of one year with effect from 28<sup>th</sup> April, 2016 is being placed before the Members for their approval.

Brief resume of Shri Anand Rambhau Bhusari, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations, are provided at Note No. 6 of the Notice.

Shri Anand Rambhau Bhusari is interested in the resolution set out respectively at Item No. 5 of the Notice with regard to his appointment. The relatives of Shri Anand Rambhau Bhusari may be deemed to be interested in the resolution set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the Resolution as stated at Item No. 5 of the Notice for approval of the Members.

### Item No. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially

or otherwise, in the resolution set out at Item No.6 of the Notice. The Directors recommend the Resolution as stated at Item No. 6 of the Notice for approval of the Members by way of an Ordinary Resolution.

#### **Item No. 7**

Shri Chandra Prakash Jain (DIN: 00011964) is appointed on the Board of the Company as Independent Director to fill up causal vacancy caused by resignation of Dr S Rama Iyer (DIN: 00076549) for a term upto 31<sup>st</sup> March, 2019.

It is proposed to appoint Shri Chandra Prakash Jain as Independent Director under Section 149 of the Companies Act, 2013 (Act) to hold office for a term up to 31<sup>st</sup> March, 2019 and he shall not be included in the total number of Directors liable to retire by rotation at the Annual General Meeting.

Shri Chandra Prakash Jain has given a declaration to the Board that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors. Further, Shri Chandra Prakash Jain has given declaration to the Board that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Shri Chandra Prakash Jain for the office of Director of the Company.

The matter regarding appointment of Shri Chandra Prakash Jain as Independent Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment.

In the opinion of the Board, Shri Chandra Prakash Jain fulfil the conditions for appointment as Independent Director as specified in the Act. Shri Chandra Prakash Jain is independent of the management.

Brief resume of Shri Chandra Prakash Jain, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (Listing Regulations), are provided the Note No.6 of the Notice.

Copy of the letter for appointment of Shri Chandra Prakash Jain as Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Listing Regulations.

Shri Chandra Prakash Jain is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment. The relatives of Shri Chandra Prakash Jain may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the Resolution as stated at Item No. 7 of the Notice for approval of the Members by way of Ordinary Resolutions.

By Order of the Board of Directors

Noida  
11<sup>th</sup> August, 2016

**Bhavin Desai**  
Company Secretary



## GUJARAT FLUOROCHEMICALS LIMITED

Registered Office :	Registered office: Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal Telephone: 02678-248153, Fax: 02678-248153
CIN:	L24110GJ1987PLC009362

### ATTENDANCE SLIP

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Company held at the Registered Office of the Company at Survey Number 16/3, 26 & 27, Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Monday, the 26<sup>th</sup> September, 2016, at 12.00 noon.

Sr. No.: \_\_\_\_\_

Member's Name and Address details	
DP ID	
Client ID*	
Folio No.	
No. of Shares	

\* Applicable only for Investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.

Members attending the meeting are requested to bring their copies of the Annual Report with them.

\_\_\_\_\_  
Member's/Proxy's Signature

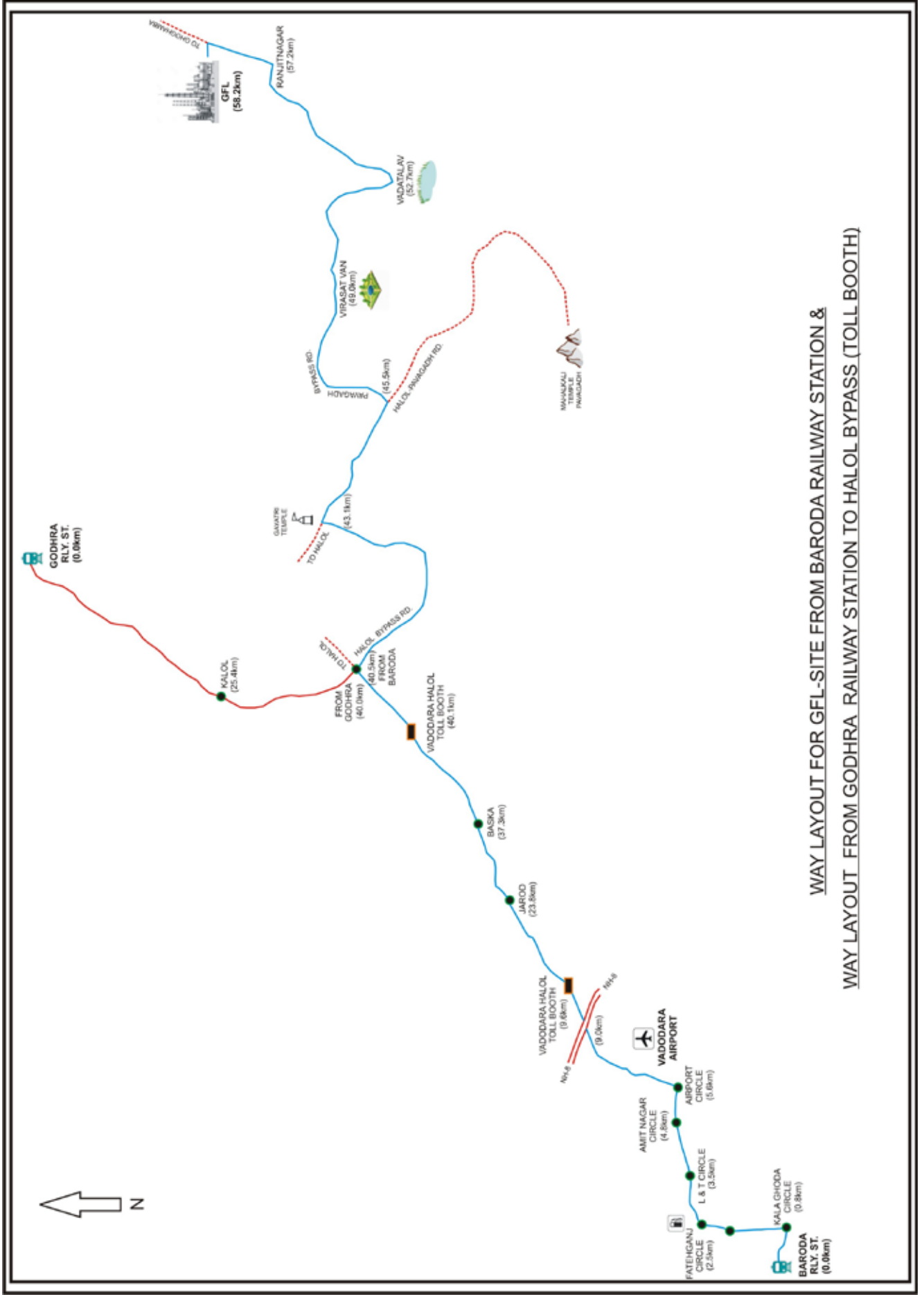
### ELECTRONIC VOTING PARTICULARS

Members may please note the user id and password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended. Details instructions for e-voting are given in the attached AGM Notice.

E VOTING SEQUENCE NUMBER (EVSN)	USERID	Sequence Number ( Password )
160829022		

Note: The Voting period starts from Friday, 23<sup>rd</sup> September, 2016 (9:00 a.m.) and ends on Sunday, 25<sup>th</sup> September, 2016 (5:00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

# ROUTE MAP



WAY LAYOUT FOR GFL-SITE FROM BARODA RAILWAY STATION &  
WAY LAYOUT FROM GODHRA RAILWAY STATION TO HALOL BYPASS (TOLL BOOTH)

# PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**GUJARAT FLUOROCHEMICALS LIMITED**  
**(CIN: L24110GJ1987PLC009362)**

Registered office: Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal  
 Telephone: 02678-248153, Fax: 02678-248153  
 Website: www.gfl.co.in, Email id: contact@gfl.co.in

**29<sup>th</sup> Annual General Meeting – 26<sup>th</sup> September, 2016**

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID : 

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DP ID : 

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I/ We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him/ her

Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him/ her

Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 26<sup>th</sup> September 2016, at 12.00 noon at Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2)(Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	Adoption of the a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016, the report of Auditors thereon and the report of the Board of Directors for the said year; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016 and the report of the Auditors thereon.			
2	Re-appointment of Director in place of Shri Pavan Jain, (DIN: 00030098) who retires by rotation and, being eligible, seeks re-appointment.			
3	Ratification of appointment of Independent Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration.			
<b>Special Business</b>				
4	Re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company and payment of Remuneration to him.			
5	Re-appointment of Shri Anand Rambhau Bhusari as Whole-time Director of the Company and payment of Remuneration to him.			
6	Ratification of approval of payment of Remuneration to the Cost Auditors.			
7	Appointment of Shri Chandra Prakash Jain (DIN: 00011964) as an Independent Director of the Company for a term upto 31 <sup>st</sup> March, 2019.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy Holder(s)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For,' 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.