

Notice

GUJARAT FLUORO CHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 and 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 Thirtieth Annual General Meeting of the Company will be held at the Registered Office of the Company at Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Thursday, the 28th September, 2017, at 04:00 pm, to transact the following business:

Ordinary Business

1. Adoption of Financial Statements

To consider and adopt

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the report of the Auditors thereon.

2. Declaration of Dividend

To declare Dividend @ ₹ 3.50 per equity share of ₹ 1 each for the Financial Year ended on 31st March, 2017.

3. Re-appointment of Shri Deepak Asher (DIN: 00035371) as Director of the Company

To appoint a Director in place of Shri Deepak Asher (DIN: 00035371) who retires by rotation and being eligible offers himself for re-appointment.

4. Appointment of Independent Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of 35th Annual General Meeting and to fix their 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable (including any statutory modification, variation or re-enactment thereof), and pursuant to the recommendations of the Audit Committee, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Kulkarni and Company, Chartered Accountants (Firm Registration No. 140959w), as Independent Auditors of the Company, in place of retiring Auditors M/s. Patankar & Associates, Chartered Accountants (Firm Registration No. 107628w), to hold office for a period of five years from the conclusion of this 30th Annual General Meeting (AGM) until the conclusion of the 35th AGM, subject to ratification by the Members every year, as applicable, for audit of Financial Statements and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration, based on the recommendation of Audit Committee, including reimbursement of actual out of pocket expenses.”

Special Business

5. Re-appointment of Shri Vivek Jain (DIN: 00029968) as Managing 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, 198 and any other applicable provisions, if any, of the Companies Act, 2013 (Act), the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for the reappointment of Shri Vivek Jain as Managing Director of the Company for a further period of five years commencing from 01st January, 2018 on the terms & conditions and remuneration as set out below:

Remuneration: Basic pay in the grade of ₹ 10,00,000 - 1,00,000 - 15,00,000 per month.

In addition to remuneration within the above range, Shri Vivek Jain would also be entitled to the Company car with driver, telephone facility, furnished Company owned or leased furnished accommodation with all facilities, contribution to provident fund and other perquisites including medical expenses reimbursement and leave travel concession as per the rules of the Company. 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. Gratuity and Leave encashment shall be payable in addition to the above remuneration as per the rules of the Company.

Commission

Equivalent to four per cent of the net profits of the Company per annum, or pro-rata for a part of the year subject to a maximum limit of ₹ 5 Crores per annum or pro-rata for the part of the year.

“Resolved further that the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the the terms and conditions of re-appointment of Shri Vivek Jain, Managing Director including remuneration and/ or perquisites payable or to be provided (including any monetary value thereof) to him to the extent the Board of Directors deem fit.”

“Resolved further that in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Shri Vivek Jain, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.”

6. Re-appointment of Shri Dinesh Kumar Sachdeva (DIN: 00050740) 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 29th November, 2017 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 of 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."

7. Re-appointment of Shri Anand Rambhau Bhusari (DIN: 07167198) 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 28th April, 2017 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 of the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto ₹ 150 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."

8. 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 ₹ 3,00,000/- (Rupees Three Lakh Only) plus GST 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 31st March, 2018, 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."

By Order of the Board of Directors

Noida
11th August, 2017

Bhavin Desai
Company Secretary

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. Though not mandatory, the explanatory statement in respect of item no 4 is provided for reference. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item No. 5 to 8 hereinabove is annexed hereto.
4. The Register of Members and Share Transfer Books will be closed from Saturday, 16th September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
5. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government. Unclaimed Dividends, as per the details given in the table below, will be transferred to the IEPF on the dates mentioned in the table. Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars and share transfer agents for payment thereof.

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF. Hence, it is in the shareholders' interest to claim any uncashed dividends and for future dividends, opt for Electronic Credit of dividend so that dividends paid by the Company are credited to the investor's account on time.

Dividend Period	Type of Dividend	Due date of transfer
2010-11	Interim	6 th March, 2018
2010-11	Final	18 th August, 2018
2011-12	Interim	10 th January, 2019
2011-12	Final	1 st September, 2019
2012-13	Interim	5 th March, 2020
2012-13	Final	26 th September, 2020
2013-14	Final	14 th October, 2021
2014-15	Final	2 nd November, 2022
2015-16	Final	13 th April, 2023

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:

Name of Director	Shri Deepak Asher	Shri Vivek Jain	Shri Anand Rambhau Bhusari	Shri Dinesh Kumar Sachdeva
Date of Birth and Age	15 th January, 1959, 58 years	20 th August, 1955, 62 years	13 th May, 1958, 58 years	12 th December, 1944, 72 years
Date of first appointment on the Board	22 nd January, 2008	4 th February, 1987	28 th April, 2015	29 th November, 1996
Directors Identification Number	00035371	00029968	07167198	00050740

Notice (contd.)

Name of Director	Shri Deepak Asher	Shri Vivek Jain	Shri Anand Rambhau Bhusari	Shri Dinesh Kumar Sachdeva
Qualification	Graduate in Commerce and Law, and is a Chartered Accountant and a Cost Accountant.	Graduate in Commerce and MBA from IIM, Ahmedabad.	M.Tech. Chemical Engineer from Indian Institute of Technology, Mumbai.	B.Tech. Chemical Engineer from Indian Institute of Technology, Kharagpur.
Experience / Expertise in Specific Functional Area	Shri Deepak Asher is associated with the Inox Group for more than twenty-seven years now, in different capacities. He is the founder President of the Multiplex Association of India, and was awarded the Theatre World Newsmaker of the Year Award for his contribution to cinema exhibition industry. He has been responsible for spearheading the Group's diversification into the cinema, CDM businesses and Wind energy business.	Shri Vivek Jain has over 33 years of business experience. Shri Vivek Jain is Managing Director of Gujarat Fluorochemicals Limited (GFL) since its inception. Under his leadership, GFL has grown as an Industry with multiple business activities from a single manufacturing unit of refrigerant gases to entire Chemical Complex with manufacturing of Caustic Soda, Chloromethane, and Poly Tetra Fluoro Ethane (PTFE). Shri Vivek Jain has also diversified business activities in the field of Entertainment and Renewable Energy Sector through subsidiaries of GFL.	Shri Anand Rambhau Bhusari is a Post Graduate in Chemical Engineering from Indian Institute of Technology, Mumbai and has over 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 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.
Directorship held in other Companies	<ol style="list-style-type: none"> Inox Leisure Limited Inox Infrastructure Limited Inox Renewables Limited Inox Wind Limited Inox Renewables (Jaisalmer) Limited Swanston Multiplex Cinemas Private Limited 	<ol style="list-style-type: none"> Inox Leasing and Finance Limited Inox India Private Limited Inox Air Products Private Limited Inox Leisure Limited Inox Infrastructure Limited Inox Renewables Limited Devansh Gases Private Limited Rajni Farms Private Limited Megnasolace City Private Limited 	Nil	Nil

Name of Director	Shri Deepak Asher	Shri Vivek Jain	Shri Anand Rambhau Bhusari	Shri Dinesh Kumar Sachdeva
Membership / Chairmanship of other Companies	Gujarat Fluorochemicals Limited Audit Committee, Member Stakeholders' Relationship Committee, Member Inox Leisure Limited Audit Committee, Member Stakeholders' Relationship Committee, Member Inox Wind Limited Audit Committee, Member Stakeholders' Relationship Committee, Member Inox Infrastructure Limited Audit Committee, Member Inox Renewables Limited Audit Committee, Member Inox Renewables (Jaisalmer) Limited Audit Committee, Member	Gujarat Fluorochemicals Limited Stakeholders' Relationship Committee, Member Inox Leasing and Finance Limited Audit Committee, Member Inox Air Products Private Limited Share Transfer and Stakeholders' Relationship Committee, Member	Nil	Nil
The Number of Meeting of the Board Attended during the year	5	5	2	1
Remuneration last drawn	₹ 2,00,000 (Sitting Fees for Board & Audit Committee Meetings)	₹ 622.56 Lakh	₹ 125.98 Lakh	₹ 24.02 lakh
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	Relatives of Shri Devendra Kumar Jain and Shri Pavan Jain	None	None
Shareholding in the Company	Nil	20,100 shares	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 2016-17 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.

Notice (contd.)

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 Saturday, 16th September, 2017.

The instructions for Members voting electronically are as under:

- (i) The voting period begins on Monday, 25th September, 2017 at 09.00 am and ends on Wednesday, 27th September, 2017 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 Saturday, 16th September, 2017 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details 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.

OR 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 as mentioned in instruction (iv).

Date of Birth (DOB)

- (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 30th June 2017. 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 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, under help section or write an email to 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 Friday, 22nd September, 2017. For all others who are not holding shares as on Friday, 22nd September, 2017 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. Mr. Satyanarain Samdani, failing him, Mr. Suresh Kumar Kabra, Partner(s) of Samdani Shah & Kabra, 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 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, 2nd Floor ABS Towers, Old Padra Road, Vadodara - 390007, Email ID – 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.

Notice (contd.)

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 2nd 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

Though not mandatory, this statement is provided for reference.

Item No. 4

Pursuant to provision of Section 139 (2) of the Companies Act, 2013 (the Act), listed Company shall not appoint an audit firm as auditor for more than two terms of five consecutive years.

As per third proviso to Section 139(2) of the Act, a transition period of three years from the commencement of the Act (1st April 2014), was provided to the Companies to comply with the provisions of Section 139 (2) where the existing auditors have completed more than ten years as auditors with the Company.

M/s. Patankar & Associates, Chartered Accountants, had completed more than 10 years as Auditors of the Company as of the commencement of the Act, i.e. 1st April 2014. In terms of third proviso to Section 139 (2) of the Act, they were appointed as auditors of the Company for the period of one year from the conclusion of 27th AGM held on 10th September, 2014 until conclusion of 28th AGM and again for a period of two years at the 28th AGM held on 29th September 2015 from conclusion of 28th AGM until the conclusion of the 30th AGM of the Company and have completed their tenure of 3 years from 01st April, 2014.

In compliance with the aforesaid requirements of the Act, M/s. Patankar & Associates, Chartered Accountants will retire at the forthcoming AGM of the Company.

Brief profile of M/s Kulkarni and Company:

M/s Kulkarni and Company, Chartered Accountants, was established by CA Nikhil Kulkarni and CA Aditya Talavlikar who have experience of statutory audit, tax audit and internal audit assignments of various entities. The partners of M/s Kulkarni and Company have experience in the Ind AS requirements and its implementation. M/s Kulkarni and Company holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Based on recommendation of the Audit Committee, the Board of Directors of the Company proposes to appoint M/s. Kulkarni and Company, Chartered Accountants (Firm Registration No. 140959w) as Independent Auditors for a period of 5 years, commencing from the conclusion of 30th AGM till the conclusion of the 35th AGM, subject to ratification by Members at every AGM, as may be applicable.

M/s. Kulkarni and Company, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Independent Auditors in terms of the provisions of the Section 139 and Section 141 of the Act read with the provisions of the Companies (Audit and Auditors) Rules, 2014. Further, M/s. Kulkarni and Company, Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the Listing Regulations.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the notice.

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

Statement pursuant to Section 102(1) of the Companies Act, 2013 for Item Nos. 5 to 8.

Item No. 5

At Twenty- fifth Annual General Meeting held on 27th July, 2012, the Members had re-appointed Shri Vivek Jain as Managing Director of the Company for a period from 01st January, 2013 to 31st December, 2017. Having regard to the performance of the Company, it is considered desirable that the Company should continue to avail his services as the Managing Director of the Company, on the terms as contained in the resolution.

The matter regarding re-appointment of Shri Vivek Jain as Managing Director was placed before Nomination and Remuneration Committee and it has recommended his re-appointment.

Annexure to the Notice (contd.)

In Compliance of Sections 196 and 197 read with Schedule V of the Act and Rules framed thereunder, re-appointment of Shri Vivek Jain as Managing Director of the Company for a period of five years with effect from 1st January, 2018 is being placed before the Members for their approval.

Brief resume of Shri Vivek 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 Listing Regulations, are provided at Note No. 6 of the Notice.

Shri Vivek Jain is interested in the resolution set out respectively at Item No. 5 of the Notice with regard to his re-appointment.

None of the Directors of the Company is concerned or interested in the proposed Resolution except Shri Vivek Jain to the extent of his re-appointment and Shri Devendra Kumar Jain and Shri Pavan Jain, being relatives of Shri Vivek Jain and also holding shares in the Company.

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

Item No. 6

At the Twenty-Ninth 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 29th November, 2016 to 28th November, 2017. 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 Sections 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 from 28th November, 2017 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. 6 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. 6 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. 6 of the Notice for approval of the Members by way of a Special Resolution.

Item No. 7

At the Twenty-Ninth 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 28th April, 2016 to 27th April, 2017. 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 28th April, 2017 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. 7 of the Notice with regard to his re-appointment. The relatives of Shri Anand Rambhau Bhusari may be deemed to be interested in the resolution set out respectively 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 these resolutions.

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

Item No. 8

In accordance with the provisions of Section 148 of the Companies Act, 2013 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018.

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. 8 of the Notice.

The Directors recommend the Resolution as stated at Item No. 8 of the Notice for approval of the Members by way of an Ordinary Resolution.

By Order of the Board of Directors

Noida
11th August, 2017

Bhavin Desai
Company Secretary

GUJARAT FLUOROCHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 and 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

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 30th Annual General Meeting of the Company held at the Registered Office of the Company at Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Thursday, the 28th September, 2017, at 4:00 pm.

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.

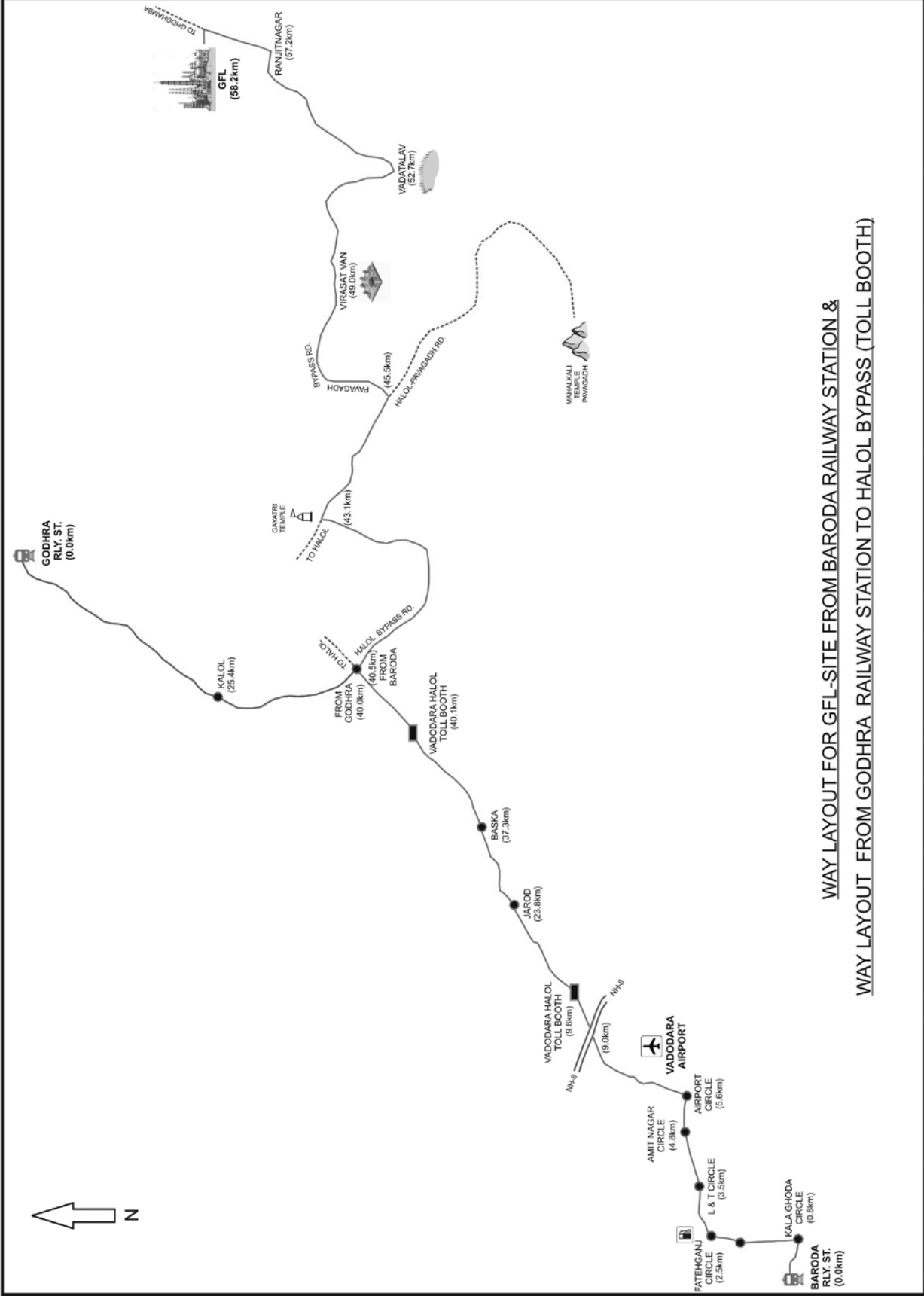
Member's/Proxy's Signature

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)

Note: The Voting period starts from Monday, 25th September, 2017 (9:00 a.m.) and ends on Wednesday, 27th September, 2017 (5:00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.



**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 and 27, Village Ranjitnagar 389380,
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Telephone: 02678-248153, Fax: 02678-248153
Website: www.gfl.co.in, **Email id:** contact@gfl.co.in

30th Annual General Meeting – 28th September, 2017

Name of the Member(s)	:																			
Registered Address	:																			
E-mail ID	:																			
Folio No./ Client ID	:																			
DP ID	:																			

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 30th Annual General Meeting of the Company, to be held on Thursday the 28th September 2017, at 04:00 p.m. at Survey Number 16/3, 26 and 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
Ordinary Business				
1	Adoption of the a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2017, 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 st March, 2017 and the report of the Auditors thereon.			
2	Declaration of Dividend for the Financial Year ended 31 st March, 2017.			
3	Appointment of Director in place of Shri Deepak Asher, (DIN: 00035371) who retires by rotation and, being eligible, seeks re-appointment.			
4	Appointment of Independent Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of 35 th Annual General Meeting and to fix their remuneration.			
Special Business				
5	Re-appointment of Shri Vivek Jain (DIN: 00029968) as Managing Director of the Company and payment of remuneration to him.			
6	Re-appointment of Shri Dinesh Kumar Sachdeva (DIN: 00050740) as Whole-time Director of the Company and payment of remuneration to him.			
7	Re-appointment of Shri Anand Rambhau Bhusari (DIN: 07167198) as Whole-time Director of the Company and payment of remuneration to him.			
8	Ratification of approval of payment of remuneration to the Cost Auditors.			

Signed this _____ day of _____ 2017.

Signature of Member

Signature of Proxy Holder(s)

Affix
Revenue
Stamp not less
that ₹ 1

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.