



PROCEDURE FOR EIGHTH ANNUAL GENERAL MEETING OF GUJARAT FLUOROCHEMICALS LIMITED TO BE HELD ON THURSDAY, 24TH SEPTEMBER, 2026, AT 11:30 A.M. (IST), THROUGH VIDEO CONFERENCING (VC)

Bhavin Desai: Good Morning! It is 11:30 A.M., and time to commence the Meeting.

I welcome all the Members to today's Eighth Annual General Meeting of Gujarat Fluorochemicals Limited (AGM). This AGM is held through Video Conferencing Services provided by National Securities Depository Limited (NSDL) in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time and the proceedings of this AGM are being webcast on the website of NSDL. Further, I would like to inform you that the Company has not received any request from any Members to speak at this AGM.

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

Pursuant to Article 44 of the Articles of Association of the Company, I request Mr. Vivek Jain, Chairman and Managing Director of the Company to Chair today's AGM.

Now, I would like to familiarize the Members present regarding conduct of the AGM and their participation. The facility of joining the AGM through 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.

During the AGM, if any Member 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 now introduce to the Members the Directors of the Company and others who have joined this AGM from their respective location:

Mr. Vivek Jain, Chairman and Managing Director
Dr. Bir Kapoor, Deputy Managing Director
Mr. Shanti Prashad Jain, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee
Mr. Shailendra Swarup, Independent Director and Chairman of Stakeholders' Relationship Committee
Mr. Om Prakash Lohia, Mr. Chandra Prakash Jain and Ms. Vanita Bhargava Independent Directors of the Company
Mr. Niraj Kishore Agnihotri and Mr. Jignesh Kantilal Parmar, Whole-time Directors of the Company
Mr. Manoj Agrawal, Chief Financial Officer.
Mr. MY Kulkarni, Partner of M/s Patankar & Associates, Independent Auditors of the Company
Mr. Niraj Trivedi, Partner of M/s TNT & Associates, Secretarial Auditors and Scrutinizers are also present at the Meeting through Video Conferencing.

The Company has received **3 (Three)** requests from Corporate Shareholders along with their Board Resolutions for appointing and authorizing their representatives under Section 113 of the Companies Act, 2013 in respect of **6,73,80,706 (Six Crores Seventy-Three Lakhs Eighty Thousand Seven Hundred and Six)** Equity Shares representing **61.34%** of the paid-up equity capital of the Company.

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 Eighth Annual General Meeting and a copy of the Integrated Annual Report of the Company for the Financial Year 2025-26 have already been circulated electronically to all the Members of the Company as provided under Section 101 of the Companies Act, 2013, whose email IDs are registered with the Company / Depository Participant(s) and letter providing the web-link, including the exact path, where complete details of the Integrated Annual Report is available to those Members who have not registered their email addresses. Further, information of Notice of the AGM, remote e-voting, dividend and record date is also published in the newspapers. With the permission of the Members present, I shall take Notice of Eighth Annual General Meeting of the Company, which is circulated to Members of the Company as read. The Auditor's Reports on Standalone and



Consolidated Financial statements forming part of the Annual Report of 2025-26 which are circulated to the Members do not contain any qualification, reservation or adverse remark and hence, these Auditors Reports are not required to be read at the AGM as per Section 145 of the Companies Act, 2013.

Thank you and now, I request Mr. Vivek Jain, Chairman of this AGM, to conduct further proceedings of AGM.

Vivek Jain:

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

I welcome you all to the Eighth Annual General Meeting of Gujarat Fluorochemicals Limited.

The Company has circulated to all its Members a detailed Integrated Annual Report of the Financial Year 2025-26 and included therein in details of its six capitals viz Financial, Manufactured, Intellectual, Human, Social and Relationship and Natural Capital along with the Management Discussion and Analysis and Business Responsibility and Sustainability Report and all other Statutory Reports and Financial Statements of Financial Year 2025-26 and I trust you all must have gone through these Reports.

I now request Mr. Bhavin Desai, Company Secretary to explain the sequence of the AGM, objective and implications of the Resolutions proposed to be passed in this AGM and the process of e-Voting on the proposed Resolutions before and during this AGM.

Bhavin Desai:

Thank you sir. I would like to mention that as per the statutory requirements prescribed under the Companies Act, 2013 and SEBI Listing Regulations, the Company has provided to all its Members the facility to cast their vote through the remote electronic voting 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 TNT & Associates, Practicing Company Secretaries have been appointed as Scrutinizer to scrutinize the votes cast at the Meeting and through remote e-Voting. Since the AGM is being held through Video Conferencing and the Resolutions mentioned in Notice convening this AGM have been already put to vote through remote e-Voting, no proposing or seconding of the proposed Resolutions is required at the AGM.

The Company has proposed Seven (7) Resolutions to be passed at this AGM. Out of these, the first three businesses are Ordinary Business to be passed, as an Ordinary Resolutions and Item No. 4 to 7 are Special Businesses to be passed as an Ordinary Resolutions. 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, 2026, and the reports of the Board of Directors and Auditors thereon.

Second Resolution is in respect of Declaration of Final Dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2026.

Third Resolution is in respect of Re-appointment of Niraj Kishore Agnihotri, who retires by rotation at the AGM, as Director of the Company.

Fourth Resolution is in respect of re-appointment of Dr. Bir Kapoor as Deputy Managing Director of the Company and approve payment of remuneration to him.

Fifth Resolution is in respect of re-appointment of Mr. Niraj Kishore Agnihotri as Whole-time Director of the Company and approve payment of remuneration to him.

Sixth Resolution is in respect of appointment of Mr. Jignesh Kantilal Parmar as Director and Whole-time Director of the Company and approve payment of remuneration to him.

Seventh Resolution is in respect of ratification of approval of payment of remuneration to the Cost Auditor of the Company for the Financial Year ended 31st March, 2026.

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 comprising Ordinary Business (Item Nos. 1 to 3) and Special Business (Item Nos. 4 to 7). The e-Voting period in respect of all the Resolutions proposed to be passed at this AGM commenced on 21st September, 2026 at 9.00 A.M. and closed on 23rd September, 2026 at 5.00 P.M.

Vivek Jain:

Since, the Company has not received any request from any Member to speak at the Eight Annual General Meeting, I hereby authorize Mr. Bhavin Desai, to conduct the voting procedure at this AGM in presence of Scrutinizer 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 and 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 Members 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.

I now declare that all the businesses of the Notice of AGM are over and the Eighth Annual General Meeting of the Company be concluded as I announced and Mr. Bhavin Desai, Company Secretary and the Scrutinizer will continue to be online till e-voting period as announced above will end and disconnect the AGM and e-voting link.