

# ANNEXURE E

## CORPORATE GOVERNANCE REPORT

### Overview:

The Composite Scheme of Arrangement ("the Scheme") between GFL Limited (The 'Company'), INOX Renewables Limited and INOX Wind Energy Limited for amalgamation of INOX Renewables Limited with GFL Limited and demerger of Renewable Energy Business into a new company INOX Wind Energy Limited was approved by Hon'ble National Company Law Tribunal, Ahmedabad Bench on 25<sup>th</sup> January, 2021. The said NCLT Order was filed by both the companies with the Registrar of Companies on 9<sup>th</sup> February, 2021 making the Scheme operative from that date. Accordingly, INOX Renewables Limited was merged into GFL Limited from the Appointed date 1<sup>st</sup> April, 2020 and all the assets and liabilities pertaining to the Renewable Energy Business Undertaking, as defined in the Scheme, stand transferred and vested into the resulting company INOX Wind Energy Limited from its Appointed Date i.e. 1<sup>st</sup> July, 2020.

In compliance with Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as 'Listing Regulations'), the Company is pleased to submit this Report on Corporate Governance for the matters listed in Para C of Schedule V of the Listing Regulations and the practices followed by the Company in this regard for the year ended 31<sup>st</sup> March, 2021.

### 1. A BRIEF STATEMENT ON THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that the implementation of Corporate Governance principles generates public confidence in the corporate system. With this belief, the Company has initiated significant measures for compliance with Corporate Governance and has constantly strived towards betterment of these aspects and thereby perpetuate it into generating long term economic value for

its shareholders, customers, employees, other associated persons and the society as a whole.

## 2. BOARD OF DIRECTORS

### (a) Composition, Category of Directors

At the end of the financial year ended 31<sup>st</sup> March, 2021, the Board of Directors of the Company consisted of 7 Directors drawn from diverse fields, of which 1 was Executive Director and 6 were Non-Executive Directors, including one Woman Independent Director. Hence, the composition of the Board of Directors consisted of optimum combination of Executive and Non-Executive Directors including one Woman Independent Director. The Board consisted of 4 Independent Directors and 3 Non-Independent Directors at the end of the year. Thus, the composition of the Board, as on 31<sup>st</sup> March, 2021, is in conformity with the provisions of Regulation 17 of Listing Regulations in this respect.

### (b) Number of Meetings of the Board of Directors held with the dates, attendance of each Director at the Meeting of the Board of Directors and the last Annual General Meeting, disclosure of relationships between Directors inter-se and number of shares and convertible instruments held by Non- Executive Directors:

The Meetings of the Board have been held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. During the Financial Year ended 31<sup>st</sup> March, 2021, Five (5) Board Meetings were held on 30<sup>th</sup> June, 2020, 30<sup>th</sup> July, 2020, 10<sup>th</sup> September, 2020, 13<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021.

The following tables gives details of Directors, their attendance at the Meetings of the Board, Annual General Meeting, Disclosure of Relationship between Directors inter-se and Number of shares held by Non-Executive Directors as at 31<sup>st</sup> March, 2021:

Name of the Director	Category of Director	Number of Board Meetings attended	Whether attended last AGM	Relationship between Directors inter-se	Number of shares held by Non-Executive Director as on 31 <sup>st</sup> March, 2021
Mr. Devendra Kumar Jain	Promoter and Managing Director	3 out of 5	Yes	Father of Mr. Pavan Jain and Mr. Vivek Jain	Not Applicable
Mr. Pavan Jain	Promoter, Non – Executive Director and Non-Independent Director	1 out of 5	No	Son of Mr. Devendra Kumar Jain and brother of Mr. Vivek Jain	20,100
Mr. Shanti Prashad Jain	Independent and Non-Executive Director	5 out of 5	Yes	No inter-se relationship between Directors	2,000
Ms. Vanita Bhargava	Independent and Non-Executive Director	5 out of 5	Yes	No inter-se relationship between Directors	Nil
Mr. Vivek Jain (Resigned w.e.f. 12.05.2021)	Promoter and Non-Executive Director	4 out of 5	Yes	Son of Mr. Devendra Kumar Jain and brother of Mr. Pavan Jain	20,100
Mr. Shailendra Swarup (Resigned w.e.f. 10.05.2021)	Independent and Non-Executive Director	5 out of 5	Yes	No inter-se relationship between Directors	10,000
Mr. Om Prakash Lohia (Resigned w.e.f. 10.05.2021)	Independent and Non-Executive Director	5 out of 5	Yes	No inter-se relationship between Directors	Nil
Mr. Deepak Asher (Resigned w.e.f. 13.10.2020)#	Non – Executive Director and Non-Independent Director	3 out of 3	Yes	No inter-se relationship between Directors	-

# up to the date of Resignation of Mr. Deepak Asher

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, all Board meetings in the Financial Year ended 31<sup>st</sup> March, 2021 were held through Video Conferencing.

The Company has not issued any Convertible Instruments and hence, the details in respect of such Convertible Instruments held by non-executive directors are not provided.

**Number of Directorships and Committees Membership / Chairmanship including the names of the listed entities where the person is a Director and the category of Directorship as on 31<sup>st</sup> March, 2021:**

Name of the Director	Number of other Directorships / Committee Memberships / Chairmanships			List of Directorship held in Other Listed Companies and Category of Directorship
	Other Directorship (**)	Committee (*)		
		Membership of Public Limited Companies	Chairpersonship of Public Limited Companies	
Mr. Devendra Kumar Jain	6	3	1	Gujarat Fluorochemicals Limited (Non – Executive- Non-Independent Director, Chairman)

Name of the Director	Number of other Directorships / Committee Memberships / Chairmanships			List of Directorship held in Other Listed Companies and Category of Directorship
	Other Directorship (**)	Committee (*)		
		Membership of Public Limited Companies	Chairpersonship of Public Limited Companies	
Mr. Pavan Jain	7	5	2	INOX Leisure Limited (Non – Executive-Non- Independent Director)
Mr. Shanti Prashad Jain	6	9	7	INOX Wind Limited (Independent Director) Gujarat Fluorochemicals Limited (Independent Director)
Ms. Vanita Bhargava	3	6	0	Pilani Investment and Industries Corporation Limited (Independent Director) Gujarat Fluorochemicals Limited (Independent Director)
Mr. Vivek Jain	9	5	2	Gujarat Fluorochemicals Limited (Managing Director) INOX Leisure Limited (Non – Executive- Non- Independent Director)
Mr. Shailendra Swarup	11	5	0	Bengal and Assam Company Limited (Independent Director) Gujarat Fluorochemicals Limited (Independent Director) J K Paper Limited (Independent Director) Jagran Prakash Limited (Independent Director) Sterling Tools Limited (Independent Director) Subros Limited (Independent Director)
Mr. Om Prakash Lohia	4	1	0	Indo Rama Synthetics (India) Limited (Executive Director) Gujarat Fluorochemicals Limited (Independent Director)

(\*) Committee means Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of the Listing Regulations.

(\*\*) Other Directorship excludes directorship of Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

During the Financial Year 2020-21, none of the Directors were Directors in more than 10 Public Limited Companies. Further, none of the Directors hold directorship in more than 8 Listed Companies or act as an Independent Director in more than 7 Listed Companies. Further, none of the Directors was a member of more than 10 Committees, or acted as a Chairman of more than 5 Committees across all Listed Companies.

**(c) Web link of Familiarization Programmes imparted to Independent Directors**

Details of Familiarization Programme imparted to Independent Directors have been disclosed on the Company's website. The same can be viewed at [http://www.gflimited.co.in/familiarization\\_programme.php](http://www.gflimited.co.in/familiarization_programme.php)

**(d) Independent Directors**

**Separate Meeting of Independent Directors:**

As stipulated under Section 149 of the Companies Act, 2013 read with Schedule IV pertaining to the Code of Independent Directors and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 12<sup>th</sup> February, 2021 with the following agenda:

- to review performance of Non-Independent Directors, the Board as a whole and Chairperson of the Company,
- to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties and
- to familiarise Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Listing Regulations and they are independent of the Management.

**Independent Directors confirmation by the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

**Matrix setting out the skills/expertise/competence of the Board of Directors**

The Board of Directors of the Company is highly structured to ensure a high degree of diversity by age, education/ qualifications, professional background, sector expertise and special skills.

The Board comprises qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute in deliberations at Board and Committee meetings. The below matrix summarizes a mix of skills, expertise and competencies possessed by our individual Directors, which are key to corporate governance and Board effectiveness:

Core skills / Expertise / Competencies	Name of Director
Business Strategy and Management	Mr. Devendra Kumar Jain
	Mr. Pavan Jain
	Mr. Siddharth Jain
Accounts and Finance, Financial Management, Taxation	Mr. Siddharth Jain
	Mr. Shanti Prashad Jain
Corporate Governance, Administration	Mr. Shashi Kishore Jain
	Ms Vanita Bhargava
Legal and Compliance	Ms Vanita Bhargava

**3. AUDIT COMMITTEE**

**(a) Brief description of Terms of Reference**

The Role and the Terms of Reference of Audit Committee were amended by the Resolution passed by Board of Directors at their meeting held on 28<sup>th</sup> June, 2021 which are in accordance with the requirements of Section 177 of the Companies Act, 2013 read with relevant Rules made there under and Regulation 18 of the Listing Regulations read with part C of Schedule II of the Listing Regulations, which are mainly as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
- b. Changes, if any, in accounting policies and practices and reasons for the same
- c. Major accounting entries involving estimates based on the exercise of judgment by management
- d. Significant adjustments made in the financial statements arising out of audit findings
- e. Compliance with listing and other legal requirements relating to financial statements
- f. Disclosure of any related party transactions
- g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or as per the Companies Act, 2013, as amended, from time to time.
21. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Review compliance with the provisions of Prohibition of Insider Trading Regulations 2015 at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively.

23. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Mr. Shanti Prashad Jain, Chairman of the Audit Committee has attended the last Annual General Meeting held on 25<sup>th</sup> September, 2020.

**(b) Composition, Name of Members and Chairperson and Meetings and Attendance**

The Audit Committee comprises of Four Directors with Mr. Shanti Prashad Jain as the Chairman of the Committee. The composition of Audit Committee as mentioned herein below is in compliance with Section 177 of the Companies Act, 2013 read with relevant Rules made there under and Regulation 18 of the Listing Regulations.

During the Financial Year 2020-21, the Audit Committee met 5 (Five) times on following dates, namely, 30<sup>th</sup> June, 2020, 30<sup>th</sup> July, 2020, 10<sup>th</sup> September, 2020, 13<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021.

The details of composition of Audit Committee and the Meetings attended by the Directors during Financial Year 2020-21 are given below:

Name	Position	Number of Meetings Attended during the year
Mr. Shanti Prashad Jain, Non-Executive and Independent Director	Chairman	5 out of 5
Mr. Devendra Kumar Jain, Managing Director (Appointed as an Audit Committee Member w.e.f. 13 <sup>th</sup> November, 2020)#	Member	1 out of 1
Ms. Vanita Bhargava, Non-Executive and Independent Director	Member	5 out of 5
Mr. Shailendra Swarup, Non-Executive and Independent Director	Member	5 out of 5
Mr. Deepak Asher, Non-Executive and Non-Independent Director (Resigned w.e.f. 13 <sup>th</sup> October, 2020)*	Member	3 out of 3

# from the date of appointment

\*up to the date of resignation

Note: Mr. Shashi Kishore Jain, Independent Director was inducted in the Audit Committee w.e.f. 28<sup>th</sup> May, 2021.

**4. NOMINATION AND REMUNERATION COMMITTEE**

**(a) Brief description of Terms of Reference**

The Terms of Reference of Nomination and Remuneration Committee (NR Committee) were defined by the Board of Directors at their meeting held on 29<sup>th</sup> May, 2014 which are in accordance with the requirements of Section 178 of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 19 of the Listing Regulations read with Part D of Schedule II of the Listing Regulations, which are mainly as follows:

- a. To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down by NR Committee and recommend to the Board their appointment and removal.
- b. To lay down criteria to carry out evaluation of every Director's performance.
- c. To formulate criteria for determining qualification, positive attributes and Independence of a Director;
- d. To determine the composition and level of remuneration, including reward linked with the performance, which is reasonable and sufficient to attract, retain and motivate Directors, KMP, Senior Management Personnel & other employees to work towards the long term growth and success of the Company.

**(b) Composition, Name of Members and Chairperson and Meetings and Attendance**

The composition of Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act, 2013 read with relevant Rules made there under and Regulation 19 of the Listing Regulations. During the Financial Year 2020-21, the Nomination and Remuneration Committee met 1 (one) time on 12<sup>th</sup> February, 2021.

The details of composition of Nomination and Remuneration Committee and the Meetings attended by the Directors during the Financial Year 2020-21 are given below:

Name	Position	Number of Meetings Attended during the year
Mr. Shanti Prashad Jain, Independent Director	Chairman	1 out of 1
Mr. Pavan Jain, Non-Independent Director (Appointed as a Member of the Committee w.e.f. 13 <sup>th</sup> November, 2020)	Member	1 out of 1
Mr. Om Prakash Lohia, Independent Director	Member	1 out of 1
Mr. Deepak Asher, Non-Independent Director (Resigned w.e.f. 13 <sup>th</sup> October, 2020)#	Member	0 out of 0

# upto the date of his resignation

Note: Ms. Vanita Bhargava, Independent Director was inducted in the Nomination and Remuneration Committee w.e.f. 27th May, 2021

Mr. Shanti Prashad Jain, Chairman of the Nomination and Remuneration Committee has attended the last Annual General Meeting held on 25<sup>th</sup> September, 2020.

**(c) Performance Evaluation Criteria for Independent Directors**

Performance Evaluation forms containing criteria for evaluation of Board as a whole, Committees of the Board and individual Directors and Chairperson of the Company were sent to all the Directors with a request to provide their feedback to the Company on the Annual Performance Evaluation of Board as a whole, Committees of Board, Individual Directors and Chairman of the Company, fulfillment of the independence criteria and independence of Independent Directors from the management for the Financial Year 2020-21. Further, based on the feedback received by the Company, the Board of Directors at its

Meeting held on 12<sup>th</sup> February, 2021 had noted that the Annual Performance of each of the Directors is highly satisfactory and decided to continue the terms of appointment of all the Independent Directors of the Company.

**5. REMUNERATION OF DIRECTORS**

**(a) Remuneration to Executive Directors:**

The Board of Directors on the recommendations of Nomination and Remuneration Committee of Directors is authorized to decide the remuneration of the Managing Director subject to the approval of the Members and Central Government, if required. The remuneration structure comprises of Salary, Perquisites, Retirement Benefits as per the law / rules and commission.

Details of the remuneration paid/payable to the Executive Directors of the Company for the Financial Year 2020-21 is as follows:

(₹ in Lakhs)	
Name and Designation of Director	Mr. Devendra Kumar Jain, Managing Director
Salary & Allowances	120.00
Perquisites	-
Contribution to PF	-
Commission	-
Stock Options	-
<b>Total</b>	<b>120.00</b>
Service Contract	1.08.2019 to 31.07.2024
Notice Period	Not Applicable

**(b) Payments to Non -Executive Directors:**

The criteria for making payment to Non-Executive Directors of the Company is disclosed on the Company's website. The same can be viewed at [http://gflimited.co.in/Criteria\\_for\\_making\\_payments\\_to\\_Non\\_executive\\_Directors.pdf](http://gflimited.co.in/Criteria_for_making_payments_to_Non_executive_Directors.pdf)

All the Directors are paid sitting fees of ₹ 20,000/- for attending the Meetings of the Board, Audit Committee and Meeting of the Independent Directors.

Details of the payments to the Non - Executive Directors of the Company for the Financial Year 2020-21 is as follows:

(₹ in Lakhs)

Name of the Director	Sitting Fees for attending Board / Committee Meetings	Commission	Total	Stock Options
Mr. Pavan Jain	0.20	-	0.20	Nil
Mr. Shanti Prashad Jain	2.20	-	2.20	Nil
Ms Vanita Bhargava	2.20	-	2.20	Nil
Mr. Shailendra Swarup	2.20	-	2.20	Nil
Mr. Om Prakash Lohia	Nil	-	Nil	Nil
Mr. Deepak Asher	1.20	-	1.20	Nil
<b>Total</b>	<b>8.80</b>		<b>8.80</b>	

During the financial year 2020-21, the Company has not issued stock options.

**Non- Executive Directors with materially significant related party transactions, pecuniary or business relationship with the Company.**

There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors during the Financial Year 2020-21 that may have potential conflict with the interests of the Company at large.

Apart from drawing sitting fees, none of the Independent Directors have any other pecuniary relationship or transactions with the Company which in the judgment of the Board would affect the independence or judgment of Directors.

**6. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

(a)	Name of Non-Executive Director heading the Committee	Mr. Vivek Jain *
(b)	Name and designation of Compliance Officer:	Ms. Bhavi Shah, Company Secretary and Compliance Officer
(c)	Number of Shareholders	13
(d)	Number of Shareholders complaints received during the Financial Year 2020-21	Nil
(e)	Number of Complaints not resolved to the satisfaction of Shareholders	Nil
(f)	Number of pending complaints	Nil

\* Mr. Siddharth Jain has been appointed as the Chairman of the Stakeholders Relationship Committee with effect from 28th May, 2021.

The Chairman of Stakeholders' Relationship Committee, Mr. Vivek Kumar Jain has attended the last Annual General Meeting held on 25<sup>th</sup> September, 2020.

**7. GENERAL BODY MEETINGS**

The particulars of last 3 Annual General Meetings of the Company and details of Special Resolutions passed, if any, at these Meetings are given hereunder:

Financial Year	Location, Date and Time	Details of Special Resolution passed
2017-18	31 <sup>st</sup> August, 2018 at 3:00 pm Registered Office: Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal	<ul style="list-style-type: none"> <li>- Re-appointment of Mr. Shailendra Swarup as Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</li> <li>- Re-appointment of Mr. Om Prakash Lohia as Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</li> <li>- Re-appointment of Mr. Chandra Prakash Jain as Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</li> <li>- Re-appointment of Mr. Shanti Prashad Jain as Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</li> <li>- Re-appointment of Mr. Dinesh Kumar Sachdeva as Whole-time Director of the Company and approve payment of remuneration to him for a period one year from 29<sup>th</sup> November, 2018.</li> <li>- Approval of payment of remuneration for a period of five Financial Years commencing from the Financial Year 2019-20 to Mr. Devendra Kumar Jain.</li> <li>- Approval to give loan to the person in whom the Director of the Company is interested under Section 185 of the Companies Act, 2013.</li> </ul>



Financial Year	Location, Date and Time	Details of Special Resolution passed
2018-19	18 <sup>th</sup> September, 2019 at 3:00 pm Registered Office: Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal	<ul style="list-style-type: none"> <li>- Continuation of Directorship of Mr. Shanti Prasad Jain (DIN: 00023379) as Non-Executive &amp; Independent Director of the Company</li> <li>- Continuation of Directorship of Mr. Shailendra Swarup (DIN: 00167799) as Non-Executive &amp; Independent Director of the Company</li> <li>- Appointment of Mr. Devendra Kumar Jain (DIN: 00029782) as Managing Director of the Company.</li> <li>- Re-appointment of Ms. Vanita Bhargava (DIN: 07156852) as Independent Director of the Company.</li> </ul>
2019- 20	25 <sup>th</sup> September, 2020 at 11:00 AM Though Video Conferencing	Special Resolution for approval for payment of remuneration to Shri Devendra Kumar Jain, Non-Executive Director of the Company for the period from 1 <sup>st</sup> April,2019 to 31 <sup>st</sup> July, 2019 which is in excess of fifty percent of the total remuneration to all Non-Executive Directors of the Company for the Financial Year 2019-20.

During the Financial Year ended 31<sup>st</sup> March, 2021, no Special Resolution was passed by the Company’s Members through postal ballot.

No Special Resolution is proposed to be conducted through postal ballot at the current Annual General Meeting of the Company.

**8. MEANS OF COMMUNICATION**

The Quarterly Results of the Company/Subsidiaries during the Financial Year ended 31<sup>st</sup> March, 2021 were submitted with the Stock Exchanges immediately after they were approved by / taken on record by the Board and published in well-circulated Gujarati (Vadodara Samachar) and English dailies (Financial Express) as well. The said results along with official news releases and presentations made to the investors / analysts have been submitted to the Stock Exchanges and also posted on the Company’s website viz. [www.gflimited.co.in](http://www.gflimited.co.in). The Company has submitted the results for the quarter ended March 2021 to the stock exchanges after they are approved by/taken on record by the Board and also published in well-circulated Gujarati (Vadodara Samachar) and English dailies (Financial Express). The Annual report of the Company will be uploaded on the Company’s website viz [www.gflimited.co.in](http://www.gflimited.co.in).

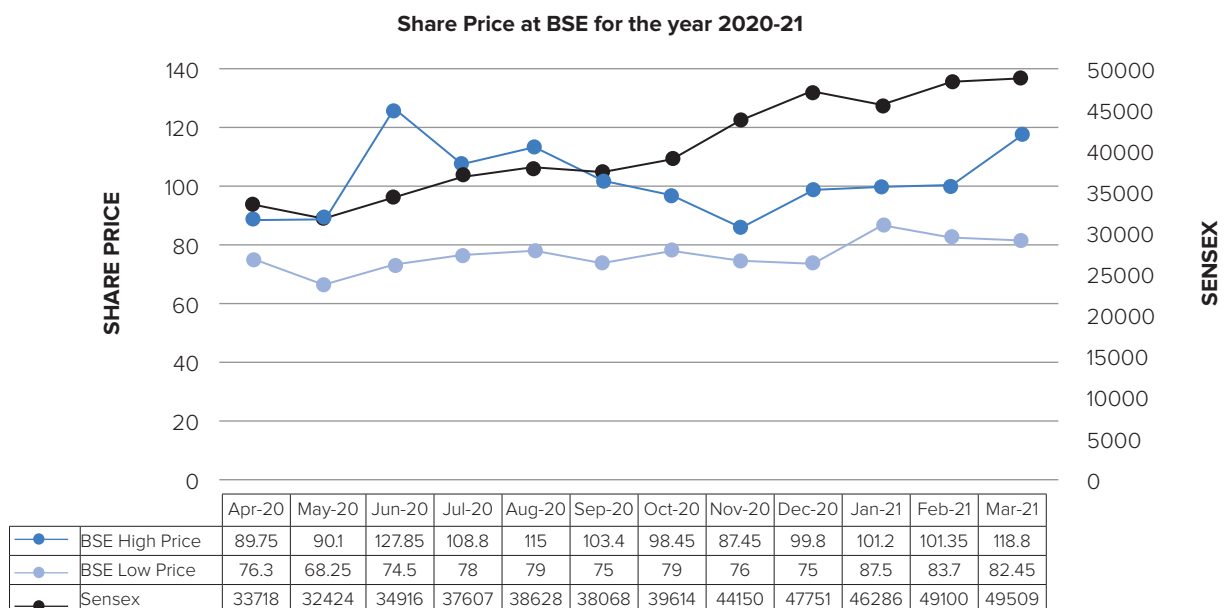
**9. GENERAL SHAREHOLDER INFORMATION**

<b>9.1 Annual General Meeting</b>	
<b>Date</b>	28 <sup>th</sup> September, 2021
<b>Time</b>	12:00 Noon
<b>Venue/Mode</b>	To be conducted by Video Conferencing or Any Other Audio Visual Means hosted from 7 <sup>th</sup> Level, Cee Jay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018
<b>9.2 Financial Year</b>	April 2020 to March 2021
<b>9.3 Book Closure Date</b>	No Book Closure required for the current year
<b>9.4 Dividend Payment Date</b>	The Board of Directors have not proposed any final dividend for financial year ended 31 <sup>st</sup> March, 2021.
<b>9.5 Listing of Equity Shares on Stock Exchanges</b>	National Stock Exchange of India Limited, Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051  BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

	<b>Listing Fees</b>	The Company has paid the Annual Listing Fees for the Financial Year 2020-21 to the NSE and BSE on which the securities are listed.
<b>9.6</b>	<b>Stock Code</b>	
	<b>BSE Limited</b>	500173
	<b>National Stock Exchange of India Limited (symbol)</b>	GFLIMITED
	<b>Demat ISIN Number in NSDL and CDSL</b>	INE538A01037
<b>9.7</b>	<b>Market Price Data: High, Low during each month in the Financial Year 2020-21 and Comparison to broad-based indices viz. Nifty 50 and BSE Sensex.</b>	

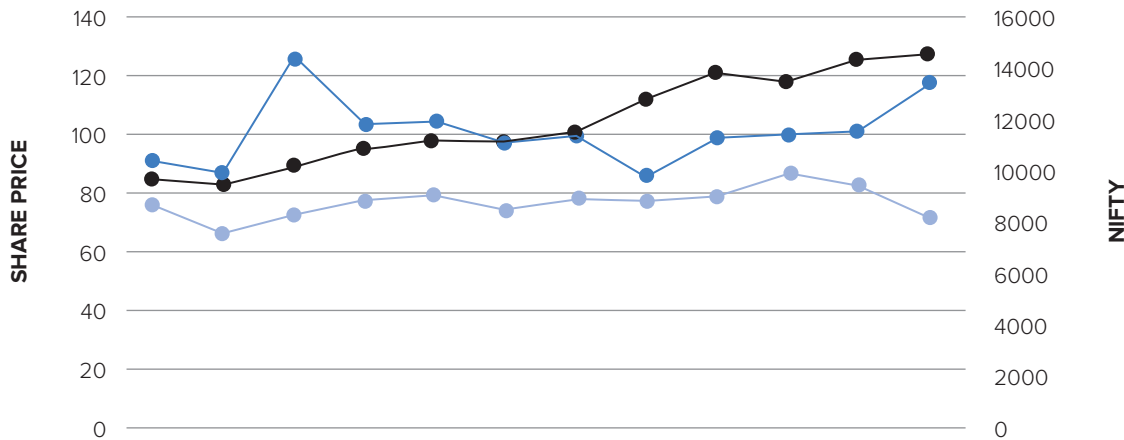
Month	BSE Monthly High Price (in ₹)	BSE Monthly Low Price (in ₹)	SENSEX	NSE Monthly High Price (in ₹)	NSE Monthly Low Price (in ₹)	NIFTY
April, 2020	89.75	76.30	33717.62	92.30	77.00	9859.90
May, 2020	90.10	68.25	32424.10	88.00	67.75	9580.30
June, 2020	127.85	74.50	34915.80	127.80	73.50	10302.10
July, 2020	108.8	78.00	37606.89	105.00	78.30	11073.45
August, 2020	115.00	79.00	38628.29	105.60	80.50	11387.50
September, 2020	103.40	75.00	38067.93	98.90	75.75	11247.55
October, 2020	98.45	79.00	39614.07	100.80	78.05	11642.40
November, 2020	87.45	76.00	44149.72	86.80	77.95	12968.95
December, 2020	99.8	75.00	47751.33	100.00	80.30	13981.75
January, 2021	101.20	87.50	46285.77	101.70	87.00	13634.6
February, 2021	101.35	83.70	49099.99	101.80	83.05	14529.15
March, 2021	118.80	82.45	49509.15	118.00	72.95	14690.70

Share performance of the Company in graphical comparison at BSE (Sensex)



Share performance of the Company in graphical comparison at NSE (Nifty):

Share Price at NSE for the year 2020-21



	Apr-20	May-20	Jun-20	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Jan-21	Feb-21	Mar-21
● NSE High Price	92.3	88	127.8	105	105.6	98.9	100.8	86.8	100	101.7	101.8	118
● NSE Low Price	77	67.75	73.5	78.3	80.5	75.75	78.05	77.95	80.3	87	83.05	72.95
● Nifty	9859.9	9580.3	10302	11073	11388	11248	11642	12969	13982	13635	14529	14691

<b>9.8</b>	<b>Suspension from Trading</b>	The Equity Shares of the Company were not suspended from Trading during the Financial Year 2020-21
<b>9.9</b>	<b>Registrar and Transfer Agents</b>	Link Intime India Private Limited B -102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020. Phone : +91 265 2356573, 6136011 Fax : 2356791. E-mail : <a href="mailto:vadodara@linkintime.co.in">vadodara@linkintime.co.in</a>
<b>9.10</b>	<b>Share Transfer System</b>	Transfer of shares in electronic form are processed by NSDL/CDSL through respective Depository Participants. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 <sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30 <sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not processed from 1 <sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories.

**9.11 Distribution of Shareholding as on 31<sup>st</sup> March, 2021:**

No. of shares ranging From – To	Number of shareholders	% to total shareholders	Number of shares	Amount in ₹ Lakhs	% to total
1 to 500	12,667	78.95	12,34,309	12.34	1.12
501 to 1000	2,000	12.46	18,20,953	18.20	1.66
1001 to 2000	556	3.47	9,06,205	9.06	0.82
2001 to 3000	194	1.21	5,13,371	5.13	0.47
3001 to 4000	108	0.67	3,92,766	3.92	0.36
4001 to 5000	128	0.80	6,13,272	6.13	0.56
5001 to 10000	178	1.11	13,57,012	13.57	1.24
10001 and above	214	1.33	10,30,12,112	1,030.12	93.77
<b>Total</b>	<b>16,045</b>	<b>100.00</b>	<b>10,98,50,000</b>	<b>10,98.50</b>	<b>100.00</b>

**9.12 Dematerialization of shares as on 31<sup>st</sup> March, 2021:**

Particulars	No. of Shares	% to Total Share Capital
No of Shares Dematerialised		
- NSDL	10,18,77,052	92.74
- CDSL	71,74,440	6.53
No. of Shares in Physical Form	7,98,500	0.73
<b>Total</b>	<b>10,98,50,000</b>	<b>100.00</b>

**9.13 Shareholding pattern of the Company as on 31<sup>st</sup> March, 2021 is as under:**

Sr. No.	Category	Number of shares held	% of total share holding
A	Shareholding of Promoters and Promoters' Group		
1	Indian Promoters	7,54,92,611	68.72
	Sub-Total of A	7,54,92,611	68.72
B	Shareholding of Non Promoters		
1	Institutions		
a	Mutual Funds and UTI	49,01,267	4.46
b	Banks, Financial Institutions, Insurance Companies	1,000	(*)
c	Central / State Government	100	(*)
d	Foreign Institutional Investors and Foreign Portfolio Investors	44,51,477	4.05
e	Alternate Investment Funds	2,30,410	0.21
	<b>Sub-Total of B (1)</b>	<b>95,84,254</b>	<b>8.72</b>
2	Non-Institutions		
a	Bodies Corporate	60,02,709	5.46
b	Foreign Nationals	334	(*)
c	HUF	5,35,018	0.48
d	NBFC registered with RBI	9,000	0.01
e	Individual	1,71,37,498	15.6
f	Non-Resident	4,93,329	0.44
g	Clearing Member	1,04,861	0.09
h	IEPF	4,90,386	0.44
	<b>Sub-Total B (2)</b>	<b>2,47,73,135</b>	<b>22.55</b>
	<b>Sub-Total of B (1) + B (2)</b>	<b>3,43,57,389</b>	<b>31.28</b>
	<b>Grand Total (A+B)</b>	<b>10,98,50,000</b>	<b>100.00</b>
	(*)- Below 0.001%		

<b>9.14 Outstanding GDRs/ADRs/Warrants</b>	The Company has not issued GDRs/ADRs/Warrants or any convertible instruments.
<b>9.15 Commodity price risk or foreign exchange risk and hedging activities</b>	The Company had no exposure to commodity price risk, foreign exchange risk and hedging activities during the year ended 31 <sup>st</sup> March, 2021.
<b>9.16 Address for Investor Correspondence</b>	Link Intime India Private Limited B -102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020. Phone : +91 265 2356573, 6136011 Fax : 2356791. E-mail : <a href="mailto:vadodara@linkintime.co.in">vadodara@linkintime.co.in</a>

**9.18 List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:**

The Company has not obtained any credit rating during the current financial year.

## 10. OTHER DISCLOSURES

### (a) Materially significant Related Party Transactions:

There were no transactions with related parties during the Financial Year which were in conflict with the interest of the Company. Suitable disclosure of Related Party Transactions as required by the Accounting Standards (Ind AS 24) has been made in the Note No. 27 to the Standalone Financial Statements and in the Board's Report as required under Section 134 of the Companies Act, 2013.

The Board has also approved a policy on Materiality of Related Party Transactions which also includes procedure to deal with Related Party Transactions and such policy has been put up on the Company's Website. The same can be viewed at <http://www.gflimited.co.in/pdf/GFL%20-%20Related%20Party%20Transaction%20Policy.pdf>

### (b) Details of non-compliance:

During the last three Financial Years, there were no instances of non-compliance, penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets.

### (c) Whistle Blower Policy:

The Company has adopted Whistle Blower Policy at its Board Meeting held on 29<sup>th</sup> May, 2014 to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. Adequate safeguards have been provided in the Policy to prevent victimization of Directors/Employees. No personnel has been denied access to the Audit Committee. A copy of Company's Whistle Blower Policy has been put up on Company's Website. The same can be viewed at <http://www.gflimited.co.in/pdf/Whistleblower-Policy-FINAL-29052014-Website.pdf>

(d) The Company has formulated a policy for determining 'Material Subsidiaries' and such policy has been disclosed on the Company's Website. The same can be viewed at <http://www.gfl.co.in/pdf/GFL%20-%20Material%20Subsidiary%20Company%20Policy.pdf>

(e) The Company has complied with the Corporate Governance Requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation 46 of the Listing Regulations.

(f) Disclosure of commodity price risks and commodity hedging activities: Discussed in point 9:15 above.

(g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): During the year under review, the Company has not raised any funds through preferential allotment or through qualified institutions placement.

(h) Certificate from a company secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.: Certificate received from M/s Samdani Shah and Kabra for the same is enclosed herewith.

(i) During the Financial Year 2020-21, there were no instances, wherein the recommendations by any of the Committees of the Board were not accepted by the Board of Directors of the Company.

(j) The Company and its subsidiaries have paid total fees of ₹ 62.75 Lakhs for all services, on a consolidated basis, to the statutory auditors M/s. Kulkarni & Company, Statutory Auditors (Firm Registration no. 140959W).

(k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: The details of number of complaints filed and disposed of during the year and pending as on 31<sup>st</sup> March, 2021 is given in the Directors' report.

(l) Management Discussion and Analysis Report: Management Discussion and Analysis Report is forming part of the Annual Report

(m) All the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied by the Company.

(n) Adoption of Non Mandatory requirement: The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

- Shareholders rights: The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by

the Board are disseminated to Stock Exchanges and updated on the website of the Company.

- Modified opinion(s) in audit report: For the Financial Year ended 31<sup>st</sup> March, 2021, there is no modification in the audit report issued by the statutory auditors on the Company's financial statements. The Company continues to adopt best practices to ensure the regime of unmodified financial statements.

Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed a firm of Internal Auditors who reports to the Audit Committee and suggests necessary action, if required.

**11. CEO / CFO CERTIFICATION**

The Company has obtained a certificate from the Managing Director and Chief Financial Officer in respect of matters stated in Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**12. CODE OF CONDUCT**

The Board of Directors of the Company had laid down a Code of Conduct for all the Board Members and Senior Management of the Company which was amended at its

meeting held on 21<sup>st</sup> October, 2014 by including duties of Independent Directors. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. The Code of Conduct is placed on the website of the Company at <https://www.gflimited.co.in/corporategovernance.php>

**13. DECLARATION BY CHIEF EXECUTIVE OFFICER:**

Declaration signed by Mr. Devendra Kumar Jain, Managing Director of the Company, stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management is annexed to this Report at **Annexure – A**.

**14. COMPLIANCE CERTIFICATE FROM THE AUDITORS:**

As stipulated in Para E of Schedule V of Listing Regulations, the Certificate from the independent auditors of the Company regarding compliance of conditions of corporate governance is annexed herewith.

**By Order of the Board of Directors**

**Date:** 11<sup>th</sup> August, 2021  
**Place:** New Delhi

**Devendra Kumar Jain**  
**Chairman and Managing Director**

