

Annexure G

Corporate Governance Report

Overview:

The Scheme of Arrangement (“the Scheme”) between Gujarat Fluorochemicals Limited, now known as GFL Limited (“the demerged company”) and Inox Fluorochemicals Limited, now known as Gujarat Fluorochemicals Limited (“the Company” or “the resulting company”) for demerger of the Chemical Business Undertaking of the demerged company into the resulting company was approved by Hon’ble National Company Law Tribunal, Ahmedabad Bench on 4th July, 2019. The said NCLT Order was filed by both the companies with the Registrar of Companies on 16th July, 2019 making the Scheme operative from that date. Accordingly, all the assets and liabilities pertaining to the Chemical Business Undertaking, as defined in the Scheme, including employees and investment in subsidiaries and joint venture pertaining to the said Chemical Business, stand transferred and vested into the Company from its Appointed Date i.e. 1st April, 2019. The name of the Company was changed from Inox Fluorochemicals Limited to Gujarat Fluorochemicals Limited w.e.f. 26th July, 2019.

The shares of the Company were listed on the stock exchanges w.e.f. 16th October, 2019 and subsequently all provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of corporate governance also became applicable to the Company with effect from 16th October, 2019.

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 31st March, 2020.

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 will constantly strive 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 and List of core Skills/Expertise/Competencies:

At the end of the financial year ended 31st March, 2020,

the Board of Directors of the Company consisted of 11 Directors drawn from diverse fields, of which 3 were Executive Directors and 8 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. As per Clause 17(b) of the Listing Regulations, atleast half of the Board of Directors shall comprise of Independent Directors where the regular Non-Executive Chairman of the Board of Directors is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the Board of Directors. The Board consisted of 5 Independent Directors and 6 Non-Independent Directors at the end of the year. Thus, the composition of the Board, as on 31st March, 2020, is not in conformity with the provisions of Regulation 17 of Listing Regulations. The Company is in process of appointing one Independent Director to fulfill the above stated requirement in place of Shri Rajagopalan Doraiswami who has resigned as an Independent Director of the Company prior to its Listing.

The Board of Directors of the Company has identified the following core skills / expertise / competencies fundamental to the effective functioning of the Company, which are available with the Board with the name of Directors who possess the same:

Core skills / Expertise / Competencies	Name of Director
Chemical Sector, Particularly Fluoropolymers and Fluorospeciality Chemicals	Shri Devendra Kumar Jain
	Shri Pavan Jain
	Shri Vivek Jain
	Shri Sanjay Borwankar
	Shri Sanath Kumar Muppirla
Business Strategy and Management	Shri Devendra Kumar Jain
	Shri Pavan Jain
	Shri Vivek Jain
	Shri Deepak Asher
	Shri Om Prakash Lohia
	Shri Sanjay Borwankar
Accounts and Finance, Financial Management, Taxation	Shri Sanath Kumar Muppirla
	Shri Deepak Asher
	Shri Shanti Prashad Jain
Corporate Governance, Administration	Shri Chandra Prakash Jain
	Shri Shailendra Swarup
	Shri Deepak Asher,
	Shri Shanti Prashad Jain
	Shri Shailendra Swarup

Core skills / Expertise / Competencies	Name of Director
Legal and Compliance	Shri Deepak Asher Ms. Vanita Bhargava Shri Shailendra Swarup Shri Shanti Prashad Jain Shri Chandra Prakash Jain

(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 2019-20, Eight (8) Board Meetings were held on 22nd April, 2019, 27th May, 2019, 16th July, 2019, 26th July, 2019, 8th August, 2019, 13th August, 2019, 14th November, 2019 and 14th February, 2020

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 31st March, 2020:

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
Shri Devendra Kumar Jain	Promoter, Non-Independent Director and Non – Executive Director	8	No	Father of Shri Pavan Jain and Shri Vivek Jain	20,100
Shri Shailendra Swarup	Independent and Non-Executive Director	7	No	No inter-se relationship between Directors	10,000
Shri Pavan Jain	Promoter, Non-Independent Director and Non – Executive Director	3	No	Son of Shri Devendra Kumar Jain and brother of Shri Vivek Jain	20,100
Shri Vivek Jain	Promoter and Executive Director - Managing Director	8	Yes	Son of Shri Devendra Kumar Jain and brother of Shri Pavan Jain	Not Applicable
Shri Om Prakash Lohia	Independent and Non-Executive Director	4	No	No inter-se relationship between Directors	0
Shri Deepak Asher	Non-Independent and Non – Executive Director	7	Yes	No inter-se relationship between Directors	0
Shri Shanti Prashad Jain	Independent and Non-Executive Director	8	No	No inter-se relationship between Directors	2,000
Ms Vanita Bhargava	Independent and Non-Executive Director	5	No	No inter-se relationship between Directors	0
Shri Chandra Prakash Jain	Independent and Non-Executive Director	8	No	No inter-se relationship between Directors	0
Shri Rajagopalan Doraiswami (Resigned with effect from 25 th September, 2019)	Independent and Non-Executive Director	3	No	No inter-se relationship between Directors	0
Shri Anand Bhusari (Resigned with effect from 28 th April, 2019)	Executive Director - Whole-time Director	1	No	No inter-se relationship between Directors	Not applicable

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
Shri Dinesh Kumar Sachdeva (Resigned with effect from 15 th February, 2020)	Executive Director - Whole-time Director	2	Yes	No inter-se relationship between Directors	Not applicable
Shri Sanath Kumar Muppirala (Appointed with effect from 28 th April, 2019)	Executive Director - Whole-time Director	1	No	No inter-se relationship between Directors	Not applicable
Shri Sanjay Borwankar (Appointed with effect from 15 th February, 2020)	Executive Director - Whole-time Director	0	Not Applicable	No inter-se relationship between Directors	Not applicable

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.

(c) Number of Directorships and Committees Membership / Chairmanship:

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 Listed Companies	
Shri Devendra Kumar Jain	6	2	1	GFL Limited (Managing Director)
Shri Shailendra Swarup	11	5	0	J K Paper Limited (Independent Director) Subros Limited (Independent Director) Bengal and Assam Company Limited (Independent Director) GFL Limited (Independent Director) Jagran Prakash Limited (Independent Director) Sterling Tools Limited (Independent Director)
Shri Pavan Jain	9	5	0	Inox Leisure Limited (Non – Executive Director) GFL Limited (Non – Executive Director)
Shri Vivek Jain	10	3	1	Inox Leisure Limited (Non – Executive Director) GFL Limited (Non-Executive Director)
Shri Om Prakash Lohia	4	1	0	Indo Rama Synthetics (India) Limited (Executive Director) GFL Limited (Independent Director)
Shri Deepak Asher	4	7	0	Inox Leisure Limited (Non – Executive Director) GFL Limited (Non – Executive Director)

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 Listed Companies	
Shri Shanti Prashad Jain	7	9	4	Inox Wind Limited (Independent Director) GFL Limited (Independent Director)
Ms Vanita Bhargava	3	4	0	Pilani Investment and Industries corporation Limited (Independent Director) GFL Limited (Independent Director)
Shri Chandra Prakash Jain	1	0	0	-
Shri Sanath Kumar Muppirala (Appointed with effect from 28 th April, 2019)	0	0	0	-
Shri Sanjay Borwankar (Appointed with effect from 15-02-2020)	0	0	0	-

(*) 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 2019-20, 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.

(d) 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 https://gfl.co.in/Familiarization_Programme_for_Independent_Directors.php

(e) Independent Directors Meeting

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 14th February, 2020 with the following agenda:

- to review performance of Non-Independent Directors and 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.

- 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.

(f) 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.

Shri Rajagopalan Doraiswami has resigned as Independent Director of the Company with effect from 25th September, 2019 due to personal reasons.

3. Audit Committee

(a) Brief description of Terms of Reference

Audit Committee of the Company was constituted and the Role and the Terms of Reference were defined by the Board of Directors in their meeting held on 13th August 2019 which are in accordance with the requirements of Section 177 of the Companies Act, 2013 read with relevant Rules made thereunder 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. Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹ 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 i.e. 1.4.2019;
21. Review the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant Related Party Transactions, (as defined by the Audit Committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;

- d. Internal audit reports relating to internal control weaknesses;
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- f. statement of deviations: - quarterly statement of deviation(s)
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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

The Audit Committee comprises of Four Directors with Shri 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 thereunder and Regulation 18 of the Listing Regulations.

During the Financial Year 2019-20, the Audit Committee met 2 (Two) times on following dates, namely, 14th November, 2019, 14th February, 2020. The Audit Committee was constituted on 13th August, 2019 and the shares of the Company were listed on the stock exchanges on 16th October, 2019. Hence, the Audit Committee met twice during the Financial Year 2019-20 which is in compliance with the Listing Regulations.

The details of composition of Audit Committee and the Meetings attended by the Directors during Financial Year 2019-20 are given below:

Name	Position	Number of Meetings Attended during the year
Shri Shanti Prashad Jain, Non-Executive and Independent Director	Chairman	2
Shri Deepak Asher, Non-Executive and Non Independent Director	Member	2
Shri Shailendra Swarup, Non-Executive and Independent Director	Member	1
Ms Vanita Bhargava, Non-Executive and Independent Director	Member	2

4. Nomination and Remuneration Committee

(a) Brief description of Terms of Reference

Nomination and Remuneration Committee (NR Committee) of the Company was constituted and the Terms of Reference were defined by the Board of Directors in their meeting held on 13th August 2019 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 thereunder and Regulation 19 of the Listing Regulations. During the Financial Year 2019-20, the Nomination and Remuneration Committee met 1 (one) time on 14th February, 2020.

The details of composition of Nomination and Remuneration Committee and the Meetings attended by the Directors during the Financial Year 2019-20 are given below:

Name	Position	Number of Meetings Attended during year
Shri Shanti Prashad Jain, Non-Executive & Independent Director	Chairman	1
Shri Om Prakash Lohia, Non-Executive & Independent Director	Member	0
Shri Deepak Asher, Non-Executive & Non-Independent Director	Member	1

(c) Performance Evaluation Criteria for Independent Directors **5. Remuneration of 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 Chairperson of the Company, fulfillment of the independence criteria and independence of Independent Directors from the management for the Financial Year 2019-20. Further, based on the feedback received by the Company, the Nomination and Remuneration Committee at its Meeting held on 14th February, 2020 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.

(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, Whole-Time Directors, 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 2019-20 is as follows:

(₹ in Lakhs)

Name and Designation of Director	Shri Vivek Jain, Managing Director	Shri Dinesh Kumar Sachdeva, Whole-time Director (\$)	Shri Anand Bhusari (Whole time Director) (*)	Mr Sanath Kumar Muppirlala-Whole time Director (#)	Mr. Sanjay Borwankar Whole time Director (@)
Salary & Allowances	132.00	17.33	10.38	66.41	8.08
Perquisites	70.06	1.05	-	1.25	-
Contribution to PF	15.84	1.68	0.58	4.67	0.47
Commission	500.00	-	-	-	-
Stock Options	-	-	-	-	-
TOTAL	717.90	20.06	10.96	72.33	8.55
Service Contract	1 st August, 2019 to 31 st December, 2022	Not applicable	Not applicable	28 th April, 2019 to 27 th April, 2020	15 th February, 2020 to 14 th February, 2021
Notice Period	3 Months	3 Months	3 Months	3 Months	3 Months

(\$) Resigned with effect from 15th February, 2020

(*) Resigned with effect from 28th April, 2019

(#) Appointed with effect from 28th April 2019.

(@) Appointed with effect from 15th February 2020.

(b) Remuneration to Non -Executive Directors:

As per Shareholders' approval accorded in the 1st Annual General Meeting of the Company held on 6th August, 2019 , Shri Devendra Kumar Jain , Chairman of the Company is paid remuneration by way of Commission for an amount equal to one percent of the net profit of the Company computed in accordance with the provisions of Section 198 of the Act and payment of professional fee to Shri Deepak Asher, Director and Group Head (Corporate Finance) of the Company in accordance with the provisions of Section 197 of the Companies Act, 2013. 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 <https://gfl.co.in/assets/pdf/Criteria-for-making-payment-to-Non-executive-Director.pdf>

Details of the remuneration paid / payable to the Non - Executive Directors of the Company for the Financial Year 2019-20 is as follows:

(₹ in Lakhs)

Name of the Director	Sitting Fees for attending Board / Committee Meetings	Professional fees	Commission	Total	Stock Options
Shri Devendra Kumar Jain	1.80	Nil	417.46*	419.26	Nil
Shri Pavan Jain	0.50	Nil	Nil	0.50	Nil
Shri Shailendra Swarup	2.20	Nil	Nil	2.20	Nil
Shri Deepak Asher	3.00	180.00	Nil	183.00	Nil
Shri Shanti Prashad Jain	3.70	Nil	Nil	3.70	Nil
Shri Rajagopalan Doraiswami	0.20	Nil	Nil	0.20	Nil
Ms Vanita Bhargava	3.30	Nil	Nil	3.30	Nil
Shri Chandra Prakash Jain	2.30	Nil	Nil	2.30	Nil
Shri Om Prakash Lohia	Nil	Nil	Nil	Nil	Nil
Total	17.00	180.00	417.46	614.46	Nil

*Subject to approval of Shareholders in the forthcoming Annual General Meeting.

During the financial year 2019-20, the Company has not issued stock options at a discount.

(c) 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 2019-20 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

Stakeholders Relationship Committee of the Company was constituted and the Role and the Terms of Reference were defined by the Board of Directors in their meeting held on 13th August 2019 which are in accordance with the requirements of Section 178 of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 20 of the Listing Regulations read with part D of Schedule II of the Listing Regulations.

(a) Name of Non-Executive Director heading the Committee	Shri Devendra Kumar Jain
(b) Name and designation of Compliance Officer:	Mr Bhavin Desai, Company Secretary
(c) Number of Shareholders complaints received during the Financial Year 2019-20	3

(d) Number of Complaints not resolved to the satisfaction of Shareholders	Nil
(e) Number of pending complaints	Nil

7. General Body Meetings

The particulars of last Annual General Meeting 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
2018-19	6 th August, 2019 at 4:00 pm Registered Office: Survey Number 16/3, 26 and 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal	<ul style="list-style-type: none"> - Approval of payment of remuneration to Shri Devendra Kumar Jain - Approval for continuation of Shri Dinesh Kumar Sachdeva (DIN: 00050740) as Whole-time Director of the Company and his re-appointment for a further period of one year - Approval to give loan to / give guarantee to / provide any security in connection with any loan taken by the person in whom the Director of the Company is interested under Section 185 of the Companies Act, 2013

During the Financial Year ended 31st March, 2020, 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 during the Financial Year ended 31st March, 2020 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.gfl.co.in. The Company will submit the results for the quarter ended March 2020 to the stock exchanges after they are approved by/taken on record by the Board and will be published in well-circulated Gujarati (Vadodara Samachar) and English dailies (Business Standard). The Annual report of the Company will be uploaded on the Company's website viz www.gfl.co.in. The Company organizes investor earnings calls to discuss its financial results every quarter where investors' queries are answered by the executive management of the Company.

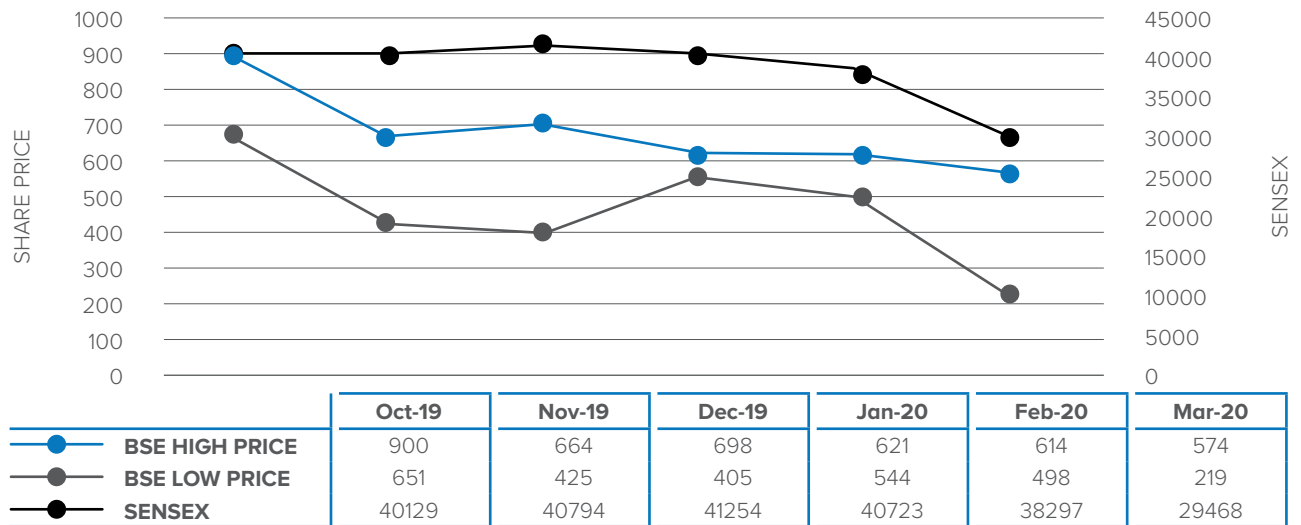
9. General Shareholder Information

9.1	Annual General Meeting Date Time Venue / Mode	Friday, 25 th September, 2020 3:00 PM To be conducted by Video Conferencing or Any Other Audio Visual Means hosted from the office of the Company Situated at Second Floor, ABS Towers, Old Padra Road, Vadodara- 390007
9.2	Financial Year	April 2019 to March 2020
9.3	Book Closure Date	No Book Closure required for the current year
9.4	Dividend Payment Date	No dividend proposed for the year ended 31 st March 2020
9.5	Listing of Equity Shares on Stock Exchanges	National Stock Exchange of India Limited, Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051
	Listing Fees	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 The Company has paid the Annual Listing Fees for the Financial Year 2019-20 to the NSE and BSE on which the securities are listed.
9.6	Stock Code BSE Limited National Stock Exchange of India Limited (symbol) Demat ISIN Number in NSDL and CDSL	542812 FLUOROCHEM INE09N301011
9.7	Market Price Data: High, Low during each month in the Financial Year 2019-20 and Comparison to broad-based indices viz. Nifty 500 and BSE Sensex.	

Month	BSE Monthly Low Price (in ₹)	BSE Monthly High Price (in ₹)	SENSEX	NSE Monthly Low Price (in ₹)	NSE Monthly High Price (in ₹)	NIFTY
October, 2019	651	900	40129	653	750	11877
November, 2019	425	664	40794	426	669	12056
December, 2019	405	698	41254	401	629	12168
January, 2020	544	621	40723	543	625	11962
February, 2020	498	614	38297	496	614	11202
March, 2020	219	574	29468	217	547	8598

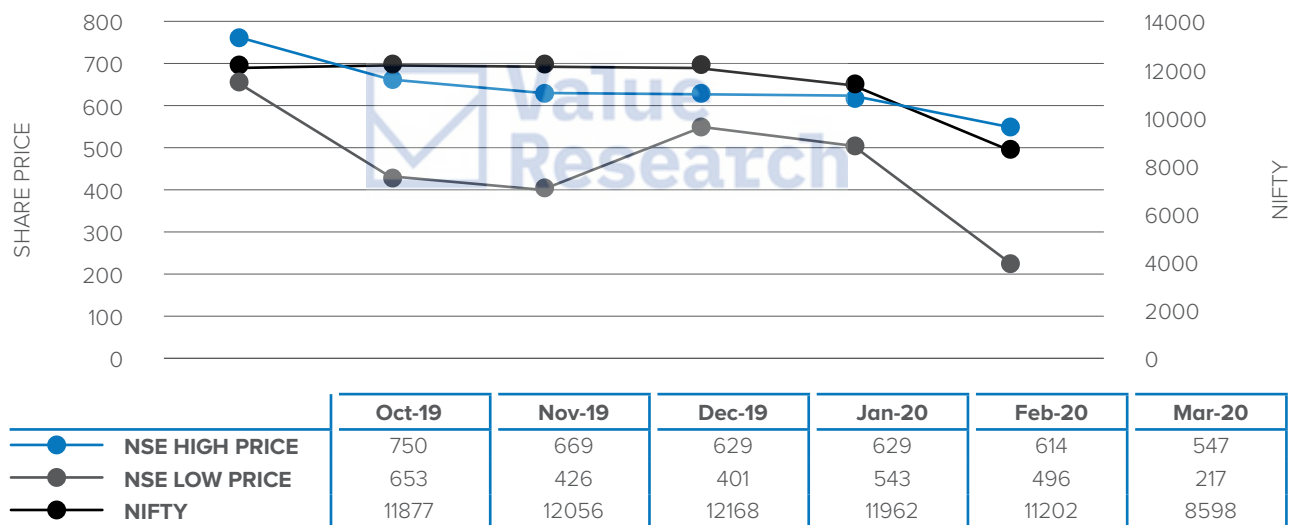
Share performance of the Company in graphical comparison at BSE (Sensex):

Share Price at BSE for the year 2019-20



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

Share Price at NSE for the year 2019-20



9.8	Suspension from Trading	The Equity Shares of the Company were not suspended from Trading during the Financial Year 2019-20
9.9	Registrar and Transfer Agents	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 : vadodara@linkintime.co.in
9.10	Share Transfer System	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 June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories.

9.11 Distribution of Shareholding as on 31st March, 2020:

No. of shares ranging From – To	Number of shareholders	% to total shareholders	Number of shares	₹ in Lakhs	% to total
1 to 500	9,728	75.89	8,64,113	8.64	0.79
501 to 1000	1,884	14.70	17,28,502	17.29	1.57
1001 to 2000	465	3.63	7,64,998	7.65	0.70
2001 to 3000	176	1.37	4,71,284	4.72	0.43
3001 to 4000	92	0.72	3,40,053	3.40	0.31
4001 to 5000	106	0.83	5,06,819	5.06	0.46
5001 to 10000	154	1.20	11,49,562	11.49	1.05
10001 and above	214	1.66	10,40,24,669	1040.25	94.70
Total	12,819	100.00	10,98,50,000	1098.50	100.00

9.12 Dematerialization of shares as on 31st March, 2020:

Particulars	No. of Shares	% to Total Share Capital
No of Shares Dematerialised		
- NSDL	10,54,59,127	96.00
- CDSL	34,55,373	3.15
No. of Shares in Physical Form	9,35,500	0.85
Total	10,98,50,000	100.00

9.13 Shareholding pattern of the Company as on 31st March, 2020 is as under:

Sr. No.	Category	Number of shares held	% of total share holding
A	Shareholding of Promoters and Promoters' Group		
1	Indian Promoters	7,51,07,906	68.37
	Sub-Total of A	7,51,07,906	68.37
B	Shareholding of Non Promoters		
1	Institutions		
a	Mutual Funds and UTI	63,58,656	5.79
b	Banks, Financial Institutions, Insurance Companies	13,26,692	1.21
c	Central / State Government	100	(*)
d	Foreign Institutional Investors and Foreign Portfolio Investors	49,59,983	4.52
e	Alternate Investment Funds	-	-
	Sub-Total of B (1)	1,26,45,331	11.51
2	Non-Institutions		
a	Bodies Corporate	67,27,224	6.12
b	NBFC registered with RBI	9,000	0.01
c	Individual	1,41,70,347	12.90
d	HUF	2,35,375	0.21
e	Non-Resident	5,70,163	0.52
f	Clearing Member	8,217	0.01
g	IEPF	3,76,003	0.34
h	Foreign Nationals	334	(*)
i	Others		
	Sub-Total B (2)	220,96,663	20.12
	Sub-Total of B (1) + B (2)	3,47,42,094	31.63
	Grand Total (A+B)	10,98,50,000	100.00

(*) Below 0.001%

<p>9.14 Outstanding GDRs/ADRs/Warrants</p>	<p>The Company has not issued GDRs/ADRs/Warrants or any convertible instruments.</p>
<p>9.15 Commodity price risk or foreign exchange risk and hedging activities</p>	<p>(a) The Company had no exposure to commodity price risk during the year ended 31st March 2020. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.</p> <p>(b) The Company has approved "Risk Assessment and Minimisation Procedure" pursuant to which the Company enters into Forward Contracts on foreign currencies depending on its assessment of the market situation, to counter the risk of foreign exchange fluctuations.</p>
<p>9.16 Plant Locations</p>	<p>Ranjitnagar Plant Survey No. 16/3, 26 and 27, Ranjitnagar 389 380, Taluka Ghoghamba, District Panchmahal, Gujarat State.</p> <p>Dahej Plant Plot No 12-A, GIDC, Dahej Industrial Estate, Taluka Vagra, District Bharuch, Gujarat State.</p>
<p>9.17 Address for Investor Correspondence</p>	<p>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 : vadodara@linkintime.co.in</p>
<p>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:</p>	<p>During the Financial Year 2019-20, post approval of Scheme of Arrangement by National Company Law Board Tribunal, Ahmedabad vide its order dated 4th July, 2019, as per para 4.1.13 of the Scheme, the benefits of all corporate approvals related to Chemical Business Undertaking already taken by GFL Limited (earlier known as Gujarat Fluorochemicals Limited) are vested with, and deemed to have been taken, by the Company. Accordingly, the Credit Rating given by CRISIL to GFL Limited is effective during the Financial Year 2019-20 for the Company.</p>

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. 46 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 https://gfl.co.in/assets/pdf/gfcl_related_party_transaction_policy_13082019.pdf

(b) Details of non-compliance:

There are 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 13th August, 2019 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 have 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 https://gfl.co.in/assets/pdf/gfcl_whistleblower_policy_13082019.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 Regulation except Regulation 17(b) relating to the proportion of Independent Directors on the Board of Directors (see point 2(a) above).

- (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 2019-20, 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 ₹ 62.50 Lakhs for all services, on a consolidated basis, to the statutory auditor's M/s Patankar & Associates (Firm registration number 107628W). This excludes fees of ₹ 22 lakhs for demerger and taxation related services rendered to GFL Limited (the demerged company) and borne by the Company.
- (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 31st March, 2020 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 31st March, 2020, there is no modification in the audit report issued by the statutory auditors on the Company's financial statements.
- Reporting of Internal Auditors: In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed firms of Internal Auditors who report to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports 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 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://gfl.co.in/assets/pdf/Code-of-Conduct-GFCL.pdf>

13 Declaration by Chief Executive Officer:

Declaration signed by Shri Vivek 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:

Compliance Certificate from the independent auditors of the Company regarding compliance of conditions of Corporate Governance is annexed with the Board's Report.

By Order of the Board of Directors

Date: 30th July 2020
Place: New Delhi

Devendra Kumar Jain
Chairman