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**GUJARAT
FLUOROCHEMICALS
LIMITED**

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GFL: BRD: 15: 2015

12th October, 2015

BSE Limited Phiroz Jeejeebhoy Towers Dalal Street Mumbai 400 001 Fax 022 2723121/2037/2039/2041/2061	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 022- 26598237/ 26598238
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Dear Sir,

Sub: Proceedings of AGM held on 29th September, 2015

Pursuant to the provisions of Clause 31 of the Listing Agreement, we enclose herewith copy of the proceedings of the Annual General Meeting of the Company held on 29th September, 2015.

Please take the same on record.

Thanking you,

Yours faithfully,

For **Gujarat Fluorochemicals Limited**

Bhavin Desai
Company Secretary
FCS No. 7952

Encl: as above

**MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF
THE MEMBERS OF GUJARAT FLUOROCHEMICALS LIMITED**

HELD ON TUESDAY, 29TH SEPTEMBER, 2015

**AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 16/3, 26 AND 27,
RANJITNAGAR 389 380, TALUKA GHOGHAMBA, DISTRICT PANCHMAHAL,
GUJARAT**

TIME FOR COMMENCEMENT OF THE MEETING: 03.30 PM

TIME FOR CONCLUSION OF THE MEETING: 05.00 PM

Following were present:

1	Shri Deepak Asher	: Director and Group Head (Corporate Finance)
2	Shri Dinesh Kumar Sachdeva	: Whole-Time Director
3	Shri MY Kulkarni	: Partner, M/s Patankar & Associates, Statutory Auditors of the Company
4	Mr Manoj Agrawal	: Chief Financial Officer
5	Mr Bhavin Desai	: Company Secretary
6	Members Present	: Fifty Two Members (including proxies/representatives)

Quorum, Proxies and Authority and Chairman of the Meeting

Mr Bhavin Desai, Company Secretary announced to the Members that the requisite quorum as required under Section 103 of the Companies Act, 2013, was present and the Meeting was called to order. He then informed the Members that proxies / authority for 7,66,55,334 Equity Shares representing 69.78% of the voting power held by various Members were received and recorded in the proxy register, which was available for inspection by the Members present.

He further announced that pursuant to the provisions of Article 107 of the Articles of Association of the Company, the Directors present had elected Shri Deepak Asher, Director and Group Head (Corporate Finance) of the Company as the Chairman of the Meeting. He therefore requested Shri Deepak Asher, Director and Group Head (Corporate Finance) to occupy the Chair and conduct the Meeting as the Chairman.

Thereafter, Shri Deepak Asher occupied the Chair and extended a warm welcome to the Members present. He then introduced his colleagues on the dais to the Members and explained to the Members the reasons for absence of following Directors at the Meeting as was conveyed by them to the Company:

Name of Director	Reason for absence
Shri Devendra Kumar Jain	Other prior commitments
Shri Shailendra Swarup	Travelling abroad
Shri Pavan Jain	Other prior commitments
Shri Vivek Jain	Other prior commitments
Shri Om Praksah Lohia	Personal reasons
Dr S Rama Iyer	Travelling abroad
Shri Shanti Prashad Jain	Prior professional engagements
Shri Rajagopalan Doraiswami	Travelling abroad
Ms Vanita Bhargava	Prior commitment of court work
Shri Anand Bhusari	Pre-occupation with other work

He then informed that Shri Shanti Prashad Jain, Chairman of the Audit Committee as well as Nomination and Remuneration Committee of the Company and Shri Devendra Kumar Jain, Chairman of Stakeholders' Relationship Committee were unable to attend the Meeting for the reasons explained above. Further, he was authorized by Shri Shanti Prashad Jain to attend the Meeting in his capacity as a Member of the Nomination and Remuneration Committee.

For Gujarat Fluorochemicals Ltd.



BHAVIN DESAI
Company Secretary

Notice

The Chairman then proceeded to read the Notice of the Meeting. While he was reading the Notice, some Members suggested that the Notice of the Meeting be taken as read. The Chairman sought the permission of the Members present to take the Notice as read.

All the Members present at the Meeting unanimously agreed to take the Notice as read.

The Chairman declared that as the Members present desired that the Notice be treated as read, the Notice along with explanatory statement attached thereto was treated as read.

Financial Results and Chairman's Speech:

The Chairman informed the Members that the Company had given full details about its working and plans in the Management Discussion and Analysis Report which forms part of the Board's Report for the Financial Year 2014-15 and circulated with Annual Report 2014-15 to all the Members of the Company. He then delivered his speech highlighting some of the key performance indicators of the Company and progress made in all the businesses in the Financial Year 2014-15. He then briefed the Members about the progress of the following businesses of the Company with Consolidated and Standalone Financial Highlights for the Financial Year 2014-15:

- Chemicals Business
- Wind Turbine Business
- Film Exhibition Business
- Wind Farm Business

He, thereafter, informed the Members that the Company's Statutory Auditors, M/s Patankar & Associates, Chartered Accountants (Firm Registration No 107628W) had not made any qualifications or observations or comments on the financial transactions or matters in their Independent Auditor's Report for the Financial Year 2014-15, which have any adverse effect on the functioning of the Company. Hence, Independent Auditor's Report was not required to be read at the Meeting pursuant to the provisions of Section 145 of the Companies Act, 2013. He also informed that Independent Auditor's Report for the Financial Year 2014-15, was available for inspection by the Members present. Further, the Company's Secretarial Auditors, M/s Samdani Shah & Associates had reported that the Company was in process of appointing one Woman Independent Director during the period of their report, and, as on the date of their report, the Company had appointed one Woman Independent Director on the Board with effect from 28th April, 2015 to comply with the requirements of the Companies Act, 2013 and the Listing Agreement. Except for this, there was no other non-compliance reported by the Company's Secretarial Auditors.

The Chairman then invited the Members to express their views on the matters pertaining to the Company's accounts and the subject matter of the Notice.

Some of the Members present had sought certain clarifications and raised certain queries, which were satisfactorily replied to by the Chairman.

The Chairman thereafter informed that some of the Members had submitted their votes through e-voting facility provided by the Company in pursuance of the provisions of Section 108 of the Companies Act, 2013 read with the Rules framed thereunder, through the e-voting platform of Central Depository Services (India) Limited (CDSL) in respect of all the Resolutions proposed at the Annual General Meeting (AGM) either as an Ordinary or Special Business (Item Nos. 1 to 9). The e-voting period in respect of all the resolution proposed at the AGM commenced on 26th September, 2015 at 09.00 am and closed on 28th September, 2015 at 05.00 pm. He then explained that in terms of the compliance requirements specified by the Ministry of Corporate Affairs, vide its circular dated 17th June 2014, the Members present were required to exercise their voting rights in proportion to their Shares in the Paid-Up Equity Capital and, therefore, it was required that a Poll be taken on all the Resolutions as set out in the Notice of Annual General Meeting. He then requested that the Poll be taken up for the voting on all the Resolutions of the Notice of Meeting and explained objectives and implications of the resolutions put to vote.

For Gujarat Fluorochemicals Ltd.


BHAVIN DESAI
Company Secretary

The Chairman also informed the Members that M/s. Samdani Shah & Associates, Practising Company Secretaries, Vadodara were appointed as Scrutinizer for the purpose of scrutinizing e-voting process and Poll in a fair and transparent manner and ascertaining the votes cast by the Members and to submit their report. He also informed the Members that the results of e-voting and Poll will be uploaded on the websites of the Stock Exchanges i.e. (BSE & NSE), CDSL and on the website of the Company within 48 hours of the conclusion of this Meeting.

At the request of the Chairman, Mr Sushil Samdani, Partner of Samdani Shah & Associates, Vadodara, the Scrutinizer, explained in detail the procedure for casting of the vote on the Poll by the Members present at the Meeting. He displayed the empty Ballot Box which was locked in the presence of the Members, and then proceeded to distribute the Polling Papers to the Members.

After completion of voting by the Members present, the Scrutinizer took custody of the Ballot Box and informed the Chairman that the Polling process was completed.

Conclusion:

The Chairman then announced to the Members that the combined results of the Poll and Postal Ballot together with results of Electronic Voting shall be displayed on the website of the Company, website of CDSL and websites of Stock Exchanges within 48 hours of the conclusion of this Meeting.

Thanking the Members for their participation, support, suggestions and comments, he announced formal closure of the 28th Annual General Meeting of the Company.

The Company Secretary proposed vote of thank to the Chair.

Results of the E- voting, Postal Ballot and Poll at the AGM:

On the basis of the Scrutinizer's Report for the Electronic Voting and Poll at the Annual General Meeting, all the Resolutions in respect of the Ordinary and Special Business as set out at Item No. 1 to 9 of the Notice of 28th Annual General Meeting of the Company have been duly passed by the requisite majority. The detailed result together with Reports of Scrutinizer on Electronic Voting, Postal Ballot and Poll at the 28th Annual General Meeting of the Company have been placed on the website of the Company and submitted to the Stock Exchanges and to the CDSL for publishing the same on their respective websites.

The Resolutions in respect of the Ordinary and Special Business as set out at Item No. 1 to 9 of the Notice of the Annual General Meeting (including on Postal Ballot), duly approved by the Members with requisite majority, are recorded hereunder as a part of the proceedings of 28th Annual General Meeting of the Company.

Item No. 1:

Ordinary Resolution for Adoption of Audited Standalone Financial Statements for the Financial Year ended on 31st March, 2015, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2015 and the report of the Auditors thereon

"RESOLVED THAT

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon

be and are hereby received and adopted."

- i. Voted **in Favour** of the Resolution:

Particulars	Number of Members	Number of Votes cast	% of the total number of valid
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For Gujarat Fluorochemicals Ltd.



BHAVIN DESAI
Company Secretary

(Mode of Voting)	who voted	by them	votes cast
Poll	17	397	0.00
Remote e-voting	147	86757613	100.00
Total	164	86758010	100.00

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	0	0	0.00
Total	0	0	0.00

iii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	*9	*137
Remote e-voting	**1	**1,50,000
Total	10	1,50,137

* 1 shareholder holding 1 share have neither voted in favour nor voted against.

**1 shareholder holding 1,50,000 shares have neither voted in favour nor against.

Item No. 2:

Ordinary Resolution for Declaration of Dividend for the Year ended 31st March, 2015.

“RESOLVED THAT dividend @ Rs 3.50 per Equity Share each be and is hereby declared and the same be paid to those Members whose names appear on the Register of Members of the Company as on 22nd September, 2015 in respect of Shares held in physical form and to those beneficial owner of shares (BENPOS) received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), after close of business hours on 22nd September, 2015, in respect of shares held in Electronic Form.”

i. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	148	86907613	100.00
Total	165	86908010	100.00

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	0	0	0.00
Total	0	0	0.00

iii. **Invalid Votes:**

Particulars	Total number of members whose	Total number of votes cast by them
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For Gujarat Fluorochemicals Ltd.


BHAVIN DESAI
 Company Secretary

(Mode of Voting)	votes were declared invalid	
Poll	*9	*137
Remote e-voting	0	0
Total	9	137

* 1 shareholder holding 1 share have neither voted in favour nor voted against.

Item No. 3:

Ordinary Resolution for appointment of a Director in place of Shri Devendra Kumar Jain, who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Shri Devendra Kumar Jain (DIN 00029782), who retires by rotation and has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

i. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	141	86825213	99.91
Total	158	86825610	99.91

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	6	81400	0.09
Total	6	81400	0.09

iii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	**1	**1000
Total	10	1137

* 1 Shareholder holding 1 share have neither voted in favour nor against.

** 1 shareholder holding 1000 shares have neither voted in favour nor voted against.

Item No. 4:

Ordinary Resolution for re-appointment of Statutory Auditors to hold office from the conclusion of this Meeting until the conclusion of the Thirtieth Annual General Meeting of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Patankar & Associates, Chartered Accountants (Firm Reg. No. 107628W), the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Thirtieth Annual General Meeting of the Company Meeting at a remuneration as may be fixed by the Board.”

i. Voted **in Favour** of the Resolution:

Particulars	Number	of	Number of Votes cast	% of the total number of
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For Gujarat Fluorochemicals Ltd.

BDM
BHAVIN DESAI
Company Secretary

(Mode of Voting)	Members who voted	by them	valid votes cast
Poll	17	397	0.00
Remote e-voting	147	86757613	99.83
Total	164	86758010	99.83

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	150000	0.17
Total	1	150000	0.17

iii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	0	0
Total	9	137

* 1 shareholder holding 1 share have neither voted in favour nor voted against.

Item No. 5:

Ordinary Resolution for approval of appointment of Shri Rajagopalan Doraiswami (DIN: 07013468) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Rajagopalan Doraiswami (DIN: 07013468), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 144 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 20th October, 2019.”

i. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	146	86906538	100.00
Total	163	86906935	100.00

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	75	0.00
Total	1	75	0.00

iii. **Invalid Votes:**

For Gujarat Fluorochemicals Ltd.

BSDM

BHAVIN DESAI
Company Secretary

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	**1	**1000
Total	10	1137

* 1 shareholder holding 1 shares have neither voted in favour nor voted against.

** 1 shareholder holding 1000 shares have neither voted in favour nor voted against.

Item No. 6:

Ordinary Resolution for approval of appointment of Ms Vanita Bhargava (DIN: 07156852) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms Vanita Bhargava (DIN: 07156852), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 144 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 27th April, 2020.”

i. Voted **in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	147	86906613	100.00
Total	164	86907010	100.00

ii. Voted **against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	0	0	0.00
Total	0	0	0.00

iii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	**1	**1000
Total	10	1137

* 1 shareholder holding 1 share have neither voted in favour nor voted against.

** 1 shareholder holding 1000 shares have neither voted in favour nor voted against.

Item No. 7:

Special Resolution for approval of re-appointment of Shri Dinesh Kumar Sachdeva (Din: 00050740) as Whole-time Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment

For Gujarat Fluorochemicals Ltd.



BHAVIN DESAI
Company Secretary

and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Dinesh Kumar Sachdeva (DIN: 00050740) be re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 29th November, 2015 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Dinesh Kumar Sachdeva, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto Rs 30 lacs per annum.

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

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

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

i. **Voted in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	146	86756613	99.83
Total	163	86757010	99.83

ii. **Voted against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	1	150000	0.17
Total	1	150000	0.17

iii. **Invalid Votes:**

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	**1	**1000
Total	10	1137

* 1 shareholders holding 1 shares have neither voted in favour nor voted against.

** 1 shareholder holding 1000 shares have neither voted in favour nor voted against.

Item No. 8:

Ordinary Resolution for approval of appointment of Shri Anand Rambhau Bhusari (DIN: 07167198) as Whole-time Director of the Company.

For Gujarat Fluorochemicals Ltd.



BHAVIN DESAI
Company Secretary

“RESOLVED THAT Shri Anand Rambhau Bhusari (DIN: 07167198) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th April, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Anand Rambhau Bhusari (DIN: 07167198) be and is hereby appointed as Whole-time Director of the Company for a period of one year commencing from 28th April, 2015 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Anand Rambhau Bhusari, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto Rs 115 lacs per annum.

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

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

i. **Voted in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	147	86906613	100.00
Total	164	86907010	100.00

ii. **Voted against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	0	0	0.00
Total	0	0	0.00

iii. **Invalid** Votes:

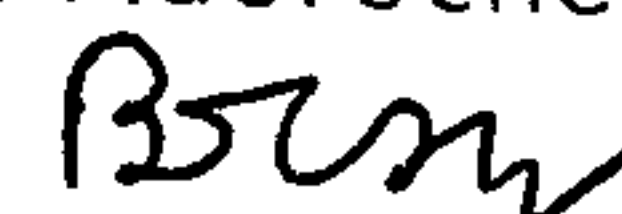
Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	**1	**1000
Total	10	1137

*1 shareholder holding 1 share have neither voted in favour nor voted against.

** 1 shareholder holding 1000 shares have neither voted in favour nor voted against.

Item No. 9:

For Gujarat Fluorochemicals Ltd.



BHAVIN DESAI
Company Secretary

Ordinary Resolution for ratification of payment of remuneration to the Cost Auditor of the Company for the Financial Year 2015-16.

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 2,40,000 (Rupees Two Lacs Forty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s. Kailash Sankhlecha & Associates, Cost Auditors (Membership no M / 12055) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2016, be and is hereby ratified and confirmed.”

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

i. **Voted in Favour** of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	17	397	0.00
Remote e-voting	148	86907613	100.00
Total	165	86908010	100.00

ii. **Voted against** the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0
Remote e-voting	0	0	0
Total	0	0	0

iii. **Invalid** Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	*9	*137
Remote e-voting	0	0
Total	9	137

*1 shareholder holding 1 share have neither voted in favour nor voted against.

Date: 06th October, 2015

Signature of the Chairman of the Meeting

For Gujarat Fluorochemicals Ltd.



BHAVIN DESAI
Company Secretary