

July 3, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001
Stock Code: 532504

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai 400051
Stock Code: NAVINFLUOR EQ

Dear Sir / Madam,

Sub.: Notice of the 23rd Annual General Meeting of the Company

Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith please find the Notice of the 23rd Annual General Meeting ('AGM') of the Company scheduled to be held on Monday, July 26, 2021 at 3.00. p.m. (IST) through Video Conferencing / Other Audio-Visual Means.

The Notice of the AGM has been dispatched to the Members of the Company only through electronic mode in accordance with the relevant circulars of MCA and SEBI. The detailed instructions regarding remote e-voting, participation in the e-AGM and e-voting at the AGM are specified in the Notes annexed to the AGM Notice.

The Notice of the AGM is also being made available on the Company's website at:

https://www.nfil.in/investor/comp_announce.html

This is for your information and record.

Thanking You,

Yours faithfully,

For **NAVIN FLUORINE INTERNATIONAL LIMITED**

NIRAJ
MANKAD
Digitally signed
by NIRAJ
MANKAD
Date: 2021.07.03
19:54:21 +05'30'

Niraj B. Mankad

President Legal and Company Secretary

Encl.: a/a

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting ('AGM') of the Members of the Company will be held on Monday, July 26, 2021 at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Annual Audited Financial Statements of the Company for the financial year ended March 31, 2021 along with the notes forming part thereof and the Report of the Directors and the Auditors thereon
2. To confirm the payment of Interim Dividend on the equity shares of the Company for the financial year 2020-2021 and to declare final dividend on equity shares for the financial year 2020-2021
3. To re-appoint Mr. Radhesh R. Welling (DIN: 07279004), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

4. To appoint Mr. Ashok U. Sinha (DIN: 00070477) as an Independent Director, and in this regard, to consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Ashok U. Sinha (DIN: 00070477), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 28, 2020 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, who satisfies the criteria of independence as specified in the Act and the Rules made thereunder and the Regulations, 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing on October 28, 2020 and ending on October 27, 2025."

5. To appoint Mr. Sujal A. Shah (DIN: 00058019) as an Independent

Director, and in this regard, to consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Sujal A. Shah (DIN: 00058019), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 7, 2021, in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, who satisfies the criteria of independence as specified in the Act and the Rules made thereunder and the Regulations 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing on May 7, 2021 and ending on May 6, 2026."

6. To re-appoint Mr. Vishad P. Mafatlal (DIN: 00011350) as Executive Chairman, and in this regard, to consider and if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), approval of the Members be and is hereby accorded to the re-appointment of Mr. Vishad P. Mafatlal (DIN: 00011350) as Executive Chairman, designated as Chairman of the Company, for a period of 5 (Five) years with effect from August 20, 2021 on the terms and conditions and remuneration as set out in the letter of re-appointment dated May 7, 2021 laid before the Meeting, with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission, perquisites and other terms, including designation, in such manner as the Board, in its absolute discretion, deems fit and is acceptable to Mr. Vishad P. Mafatlal within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby

accorded to payment of remuneration to Mr. Vishad P. Mafatlal in excess of ₹5,00,00,000 (INR Five Crore only) or 2.5 per cent of the net profits of the Company as calculated under Section 198 of the Act, whichever is higher, in any financial year during his tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to the above resolution."

7. To ratify remuneration of Mr. Bhalchandra C. Desai, Cost Auditor (Membership Number M-1077) of the Company for the financial year 2021-2022, and in this regard, to consider, and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), payment of remuneration of ₹5,00,000/- (INR Five Lacs only) (excluding the reimbursement

of out-of-pocket expenses incurred for the purpose of Audit), to Mr. Bhalchandra C. Desai, Cost Auditor (Membership Number M-1077) for conducting the audit of Cost Records relating to the chemical products manufactured by the Company for the financial year April 01, 2021 to March 31, 2022, be and is hereby approved and ratified."

By order of the Board of Directors
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad

President – Legal and Company Secretary
(Membership No.: ACS 9727)

Place: Mumbai
Date: May 7, 2021

Registered Office:

2nd floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai 400057
Tel: +91 22 6650 9999; Fax: +91 22 6650 9800
E-mail: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021, allowed the holding of Annual General Meeting ("AGM") in accordance with relevant provisions of circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"). Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM, without the physical presence of the Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. However, since the AGM is being held in accordance with the MCA Circulars through VC / OAVM, the facility for appointment of proxies by the Members will not be available.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Hence the Attendance Slip and Route Map for the venue of the Meeting are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business in respect of Item Nos. 4 to 7 mentioned in the above Notice is annexed hereto.
6. The details of the Directors seeking appointment / re-appointment as required by Regulation 26(4) and Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and duly notified by the Central Government are annexed hereto. The Board of Directors recommend the appointments/re-appointment as proposed.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 13, 2021 to Friday, July 16, 2021 (both days inclusive) for the purpose of determining the eligibility of Members entitled for payment of final dividend, if declared.
8. The final dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or after July 30, 2021.
9. In order to enable the Company to directly credit the dividend amount in the bank accounts:
 - a) Members holding shares in demat account are requested to update their Bank Account details with their respective Depository Participants.
 - b) Members holding shares in physical form are requested to submit a covering letter, duly signed by the first Member, along with a cancelled cheque leaf with printed name and bank account details and a copy of their PAN card, duly self-attested, to KFin Technologies Private Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad 500032. In case the cancelled cheque leaf does not bear the Member's printed name, please attach a copy of the bank pass-book statement, duly self-attested.

10. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be available for inspection. Members seeking to inspect such documents can send an email to investor.relations@nfil.in
11. Members are requested to note that pursuant to Section 125(1)(c) of the Companies Act, 2013, dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. The Company has already transferred the unclaimed / unpaid dividend declared during the financial year 2013-2014 to the said fund. Members who have so far not claimed the dividends paid thereafter are requested to make claim with the Company / Registrar and Share Transfer Agent (RTA) of the Company immediately.
12. Pursuant to Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has written to the concerned shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.nfil.in. Upon transfer, the shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application in Web Form IEPF-5, the details of which are available on IEPF Authority's website www.iepf.gov.in
13. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Company and has issued circulars allowing service of notices / documents including annual report by e-mail to its Members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the RTA.
14. All Members, including Institutional Investors, are encouraged to attend and vote at the AGM. An Institutional / Corporate Member is required to send a scanned copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dmz@dmzaveri.com or upload on the VC portal / e-voting portal.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details/update, e-mail ID/mandates/nominations/power of attorney/change of name/change of address/contact numbers etc. to their Depository Participants ("DP") with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to RTA. Further, SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. As per SEBI norms, with effect from April 1, 2019, share transfers cannot be effected in physical form.
17. As per Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective DPs.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 extending certain relaxations provided by SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.nfil.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on <https://evoting.kfintech.com>
19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. Details regarding the same, including the link for downloading TDS certificates for dividend declared in the past, are available on the Company's website www.nfil.in.
21. **Instructions for e-voting and joining the AGM are as follows:**

A) For e-voting:

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, e-voting facility is being provided to the Members. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The Company has appointed Mr. Dharmesh M. Zaveri, of D. M. Zaveri & Co, Practising Company Secretary as the scrutinizer for conducting the e-voting process in a fair and transparent manner for the businesses to be transacted at the AGM. Details of e-voting process are as under:

- i. The e-voting facility will be provided by KFin Technologies Private Limited ('KFinTech').
- ii. The remote e-voting period commences on July 23, 2021 (9:00 a.m. IST) and ends on July 25, 2021 (5:00 p.m. IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form (as on the cut-off date of July 19, 2021) may cast their votes by remote e-voting. The remote e-voting module shall be disabled by KFinTech for voting thereafter.
- iii. Once the vote on a resolution is cast by a Member through e-voting, the concerned Member shall not be allowed to change it subsequently or cast the vote again.
- iv. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- v. Members whose email IDs are registered with the Company/DPs will receive an email from KFinTech informing them of their User ID and Password. Once a Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (a) Launch internet browser and access <https://evoting.kfintech.com>
 - (b) Enter login credentials (i.e. User ID and Password) which will be sent separately. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and Password for casting your vote. If required, please contact toll free number 1800 309 4001 for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you have forgotten your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number for Navin Fluorine International Limited.
 - (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. If you do not want to cast your vote, select "ABSTAIN".
 - (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (l) Corporate/Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF) of the Board

Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: dmz@dmzaveri.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the format "Corporate Name_EVENT NO."

- (m) In case of any query pertaining to e-voting, please visit 'Help & FAQ's section' available at KFinTech's website <https://evoting.kfintech.com>
- (n) As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

A. NSDL

1. User already registered for IDeAS facility

- I. URL: <https://eservices.nsdl.com>
- II. Click on the "Beneficial Owner" icon under 'IDeAS' section.
- III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
- IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

2. User not registered for IDeAS e-Services

- I. To register click on link : <https://eservices.nsdl.com>
- II. Select "Register Online for IDeAS"
- III. Proceed with completing the required fields.

3. By visiting the e-Voting website of NSDL

- I. URL: <https://www.evoting.nsdl.com>
- II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

B. CDSL

1. Existing user who have opted for Easi / Easiest

- I. URL: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
- II. Click on New System Myeasi
- III. Login with user id and password.
- IV. Option will be made available to reach e-Voting page without any further authentication.
- V. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

- I. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- II. Proceed with completing the required fields.

3. By visiting the e-Voting website of CDSL

- I. URL: www.cdslindia.com
- II. Provide demat Account Number and PAN.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.
- IV. After successful authentication, user will be provided links for the respective e-Voting service provider where the e- Voting is in progress.

C. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on the same and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and

Forgot Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or calling toll free No.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contacting 022-23058738 or 022-23058542-43

- vi. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of July 19, 2021.

Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 19, 2021, may obtain the User ID and Password in the manner as mentioned below:

- (a) If the mobile number of the Member is registered against Folio No./DP ID and Client ID, the Member may send SMS : MYEPWD <space> E-Voting Event Number + Folio No. or DP ID and Client ID to No. 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, Member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a new password.

- (c) Members who need technical assistance may contact Mr. Ananda Moolya, Deputy Manager, KFinTech - Email ID: evoting@kfintech.com/ananda.moolya@kfintech.com; Tel. No.: +91 040 67162222/67161627; Toll Free No.: 1800 309 4001

- (d) You may also send an e-mail request to einward.ris@kfintech.com

- vii. Members who have not registered their email address and to whom, consequently the Annual Report, Notice of AGM and e-voting instructions

cannot be sent, may temporarily get their email address and mobile number registered with KFinTech, by accessing the weblink <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com

B) For attending the AGM through VC / OAVM and voting thereat:

- Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com> under Members login by using the remote e-voting credentials. The link for e-AGM will be available in Members login where the EVENT and the name of the Company can be selected. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
- Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- Upto 1000 members will be able to join on a first-come-first-served basis to the e-AGM. Such restrictions on entry to the e-AGM will not apply in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN

- connection to mitigate any kind of aforesaid glitches.
- vii. Technical helpline number of KFinTech is 1800 309 4001
- viii. Members who would like to express their views/ask questions may log into <https://emeetings.kfintech.com> and click on "Post your Questions". Thereafter, Members may post their queries/views in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on "Speaker Registration". Members will need to mention the demat account number/folio number, city, email ID, mobile number and then click on submit. "Post your Questions" and "Speaker Registration" links shall

remain active from July 23, 2021 (9:00 a.m. IST) to July 25, 2021 (5:00 p.m. IST).

- ix. Only those Members, who will be present in the e-AGM and have not cast their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM. However, Members who have voted through remote e-Voting will be eligible to attend the e-AGM.
22. The scrutiniser will submit his report to the Chairman or to any other person so authorised by the Chairman, after the completion of scrutiny of e-voting (votes cast through remote e-voting and votes cast during the AGM), not later than 48 hours from the conclusion of the AGM. The result declared along with the scrutiniser's report will be placed on the website of the Company www.nfil.in and on the website of KFinTech <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

Annexure to Notice

Explanatory Statement

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice of AGM.

Item No. 4:

Pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Ashok U. Sinha was appointed as an Additional and Independent Director by the Board of Directors on October 28, 2020 under Article 127 of the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013. Under the said Section 161(1), he will hold office as an Additional Director upto this Annual General Meeting.

As required under Section 160 of the Companies Act, 2013, a notice has been received from a Member of the Company proposing the candidature of Mr. Sinha for the office of Independent Director of the Company. Accordingly, it is proposed to appoint Mr. Sinha as an Independent Director for a term of five consecutive years commencing from October 28, 2020 and ending on October 27, 2025.

Mr. Sinha has consented to his appointment and confirmed that he does not suffer from any disqualifications for his appointment as an Independent Director. He has not been debarred from holding the office of director by virtue of any SEBI Order or any other such Authority. The Company has received declaration from Mr. Sinha confirming that he meets the criteria of independence as

prescribed under Section 149 of the Companies Act, 2013 read with Rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Sinha fulfils all the conditions specified in the Companies Act, 2013 read with the Rules made thereunder and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and is independent of the management of the Company. His brief profile and other relevant details are given in the annexure and forms part of this Notice.

A copy of the letter of appointment issued to Mr. Sinha as an Independent Director of the Company, subject to approval of shareholders, setting out the terms and conditions of appointment, would be available for inspection without any fee by the Members at the Registered Office of the Company, during normal business hours on any working day, excluding Saturday.

Having regard to the qualifications, knowledge and experience of Mr. Sinha, his appointment as an Independent Director on the Board of the Company will be in the interest of the Company. The Board considers his appointment as an Independent Director in the interest of the Company and accordingly, recommends passing of the resolution at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Sinha, are in any way deemed to be concerned or interested in the Resolution.

Item No. 5:

Pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Sujal A. Shah was appointed as an Additional and Independent Director by the Board of Directors on May 7, 2021 under Article 127 of the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013. Under the said Section 161(1), he will hold office as an Additional Director upto this Annual General Meeting.

As required under Section 160 of the Companies Act, 2013, a notice has been received from a Member of the Company proposing the candidature of Mr. Shah for the office of Independent Director of the Company. Accordingly, it is proposed to appoint Mr. Shah as an Independent Director for a term of five consecutive years commencing from May 7, 2021 and ending on May 6, 2026.

Mr. Shah has consented to his appointment and confirmed that he does not suffer from any disqualifications for his appointment as an Independent Director. He has not been debarred from holding the office of director by virtue of any SEBI Order or any other such Authority. The Company has received declaration from Mr. Shah confirming that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 read with Rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Shah fulfils all the conditions specified in the Companies Act, 2013 read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and is independent of the management of the Company. His brief profile and other relevant details are given in the annexure and forms part of this Notice.

A copy of the letter of appointment issued to Mr. Shah, as an Independent Director of the Company, subject to approval of shareholders, setting out the terms and conditions of appointment, would be available for inspection without any fee by the Members at the Registered Office of the Company, during normal business hours on any working day, excluding Saturday.

Having regard to the qualifications, knowledge and experience of Mr. Shah, his appointment as an Independent Director on the Board of the Company will be in the interest of the Company. The Board considers his appointment as an Independent Director in the interest of the Company and accordingly, recommends passing of the resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Shah and his relatives to the extent of their shareholding, are in any way deemed to be concerned or interested in the Resolution.

Item No. 6:

At the Board Meeting held on May 7, 2021, the Board of Directors, based on the recommendations of Nomination and Remuneration

Committee, approved the re-appointment of Mr. Vishad P. Mafatlal as the Executive Chairman, designated as Chairman of the Company, for a period of 5 years from August 20, 2021, subject to approval of the Members of the Company on the following terms and conditions:

- I. (a) Basic Salary: ₹1,67,25,000/- p.a.
- (b) Perquisites:
 - (i) Fully furnished house or House Rent Allowance of ₹1,36,65,000/- per annum in lieu thereof.
 - (ii) Actual Expenditure incurred on gas, electricity, water, servants etc.
 - (iii) Mediclaim Policy, Personal Accident Insurance, Leave Travel Concession and Club Fees as per the Rules of the Company.

Perquisites shall be valued as per Income Tax Rules, wherever applicable and in absence of any such Rules, perquisites shall be valued at actual cost.

- (c) Mr. Mafatlal will be also entitled to the following:
 - i. Contribution to provident fund, annuity fund or superannuation fund to the extent these either singly or put together, are not taxable under the Income-Tax Act, 1961.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and
 - iii. Encashment of leave at the end of the tenure as per Rules of the Company.
- (d) Apart from remuneration, Mr. Mafatlal will be also entitled to:
 - (i) Free use of the Company's car for the business of the Company with reimbursement of driver's salary.
 - (ii) Free telephone facility at residence and use of mobile phone facility.
 - (iii) Reimbursement of expenses actually and properly incurred by him for the business of the Company.
- II. Commission on the annual net profits of the Company as may be decided by the Board at the end of each financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013, subject to the ceiling laid down in Section 197 of the Companies Act, 2013 on the total remuneration.
- III. In case of absence or inadequacy of profits in any financial year of the Company during August 20, 2021 to August 19, 2024, he will be entitled to salary, perquisites and allowances as the minimum remuneration, subject to the maximum limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013. The perquisites mentioned in Para I (c) above shall not be included in the computation of the ceiling on minimum remuneration to the extent these either singly or

put together are not taxable under the Income Tax Act, 1961.

- IV. The Board may alter or vary the above referred terms of appointment, salary, perquisites and commission including minimum remuneration payable in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Mafatlal provided that such alterations are within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications or re-enactments thereof in force from time to time.
- V. Mr. Mafatlal shall not be liable to retire by rotation. Mr. Mafatlal shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

In terms of Regulation 17(1B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chairperson of the Board of Directors of the Company effective April 1, 2022 should be a Non-Executive Director. Once this amendment comes into effect, Mr. Mafatlal may choose to relinquish the position of Chairman, but continue as an Executive Director. In such case, without impacting his other terms and conditions, his designation with effect from that date will stand changed to 'Executive Vice-Chairman' or such other designation as may be approved by the Board on the recommendation of the Nomination and Remuneration committee.

A copy of the Letter of Appointment issued to Mr. Mafatlal, subject to approval of the Members, recording his terms of appointment for a period of 5 years from August 20, 2021 as referred to in the said Resolution is available for inspection by the Members.

His brief profile and other relevant particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2, are given in the annexure and forms part of this Notice.

Further, in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to an Executive Director who is a promoter or Member of promoter group, shall be subject to the approval of the shareholders by Special Resolution, if the annual remuneration payable to such director exceeds 2.5% of the net profits of the Company, as calculated under Section 198 of the Companies Act, 2013 or

₹5,00,00,000/-, whichever is higher. Accordingly, approval of the shareholders is also sought under the said Regulation.

Mr. Mafatlal satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Further, he has not been debarred from holding the office of director by virtue of any SEBI Order or any other such Authority.

The Board of Directors recommends passing of the Special Resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Mafatlal and his relatives to the extent of their shareholding, are in any way deemed to be concerned or interested in the Resolution.

Item No. 7:

Pursuant to the provisions of Section 148(2) and 148(3) read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for conducting the Cost Audit of Chemical Products manufactured by the Company.

Based on the receipt of consent letter and eligibility certificate and upon recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of Mr. Bhalchandra C. Desai, Cost Accountant (Membership Number M-1077) as the Cost Auditor of the Company for conducting the Cost Audit of Chemical Products manufactured in the financial year April 01, 2021 to March 31, 2022 on a remuneration of ₹ 5,00,000/- (INR Five Lakhs Only) excluding the reimbursement of out-of-pocket expenses incurred for the purpose of Cost Audit subject to approval of remuneration by the Members of the Company.

In accordance with Section 148(3) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor shall be ratified by the Shareholders of the Company. Accordingly, the Board of Directors recommend passing of the Resolution at Item No. 7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way deemed to be concerned or interested in the Resolution as set out in Item No. 7 of the Notice.

By order of the Board of Directors

For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad

President – Legal and Company Secretary
(Membership No.: ACS 9727)

Place: Mumbai
Date: May 7, 2021

Registered Office:

2nd floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai 400057
Tel: +91 22 6650 9999; Fax: +91 22 6650 9800
E-mail: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

Particulars of the Directors seeking appointment/re-appointment pursuant to Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2

Name	Mr. Radhesh R. Welling	Mr. Ashok U. Sinha
Age	48 years	69 years
Director's Identification Number	07279004	00070477
Date of first appointment	December 11, 2018	October 28, 2020
Brief Resume – Qualification	Mechanical Engineering from National Institute of Technology, India; Masters in International Business from IIFT, New Delhi; MBA from IMD, Lausanne, Switzerland	B.Tech in Electrical Engineering from IIT, Kanpur; Post Graduate Diploma in Management from IIM, Bangalore, with specialization in Finance
Expertise in Specific Functional Areas	With 24 years of work experience, Mr. Welling has worked in and handled many functions ranging from Innovation to Sales & Marketing to Corporate Strategy to Manufacturing, across multiple geographies.	Mr. Sinha has a wealth of experience, competencies and expertise from his leadership journey at Bharat Petroleum Corporation Ltd. He spent 33 years in BPCL and served on the Board of BPCL for 15 years – first as Director (Finance) for 10 years from 1996 and then as its Chairman and Managing Director for 5 years from August 2005. His core competencies include Finance & Accounts, Sales, Marketing, Commercial, Manufacturing, Quality and Supply Chain, M & A and Business Development.
Terms and Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid and last drawn remuneration	The remuneration paid to Mr. Welling during the financial year ended March 31, 2021 is shown under the Corporate Governance Report. He will draw remuneration by way of salary, perquisites, etc. and commission based on the profits of the Company as may be determined by the Board of Directors from time to time in accordance with the authority granted by Members.	Mr. Sinha is not being paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he will be appointed as a Member/ Chairperson and for attending the meetings of Independent Directors and commission which may be approved by the Board of Directors. The remuneration paid to him during the financial year ended March 31, 2021 is shown under the Corporate Governance Report.
Other Directorships	<ul style="list-style-type: none"> - Manchester Organics Limited; - NFIL (UK) Limited; - Navin Fluorine Advanced Sciences Limited; - Swarnim Gujarat Fluorspar Private Limited; - Navin Fluorine (Shanghai) Co. Limited 	<ul style="list-style-type: none"> - AirAsia (India) Limited; - J. K. Cement Limited; - Coastal Gujarat Power Limited; - The Tata Power Company Limited; - The Hospital & Nursing Home Benefits Association; - Maithon Power Limited; - Cipla Limited

Name	Mr. Radhesh R. Welling	Mr. Ashok U. Sinha
Membership/Chairmanship of Committees	<p>Navin Fluorine International Limited Member: Risk Management Committee</p>	<p>J. K. Cement Limited Member: Audit Committee</p> <p>Coastal Gujarat Power Limited; Chairman: Audit Committee Nomination and Remuneration Committee</p> <p>The Tata Power Company Limited; Chairman: Audit Committee Member: Risk Management Committee</p> <p>AirAsia (India) Limited; Chairman: Audit Committee Member: Nomination and Remuneration Committee Committee of Directors for Operational Matters</p> <p>Maithon Power Limited; Chairman: Audit Committee Nomination and Remuneration Committee</p> <p>Cipla Limited; Chairman: Audit Committee Member: Investment and Risk Management Committee</p>
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Welling is not related to any of the Director or Key Managerial Personnel of the Company.	Mr. Sinha is not related to any of the Director or Key Managerial Personnel of the Company.
Shareholding in the Company held by him (as on March 31, 2021)	8,000 equity shares of ₹2/- each	NIL
Number of Board Meetings attended in the financial year 2020-2021	Attended all 6 meetings held	Attended all 4 meetings held from his appointment on the Board

Name	Mr. Sujal A. Shah	Mr. Vishad P. Mafatlal
Age	52 years	47 years
Director's Identification Number	00058019	00011350
Date of first appointment	May 7, 2021	January 21, 2003
Brief Resume – Qualification	Commerce Graduate; Chartered Accountant	B.Sc (Economics), University of Pennsylvania, Wharton School, U.S.A
Expertise in Specific Functional Areas	Experience of over 28 years in the fields of Valuation, Due Diligence, Corporate Restructuring, Audit and Advisory	Mr. Mafatlal is the Executive Chairman designated as Chairman of the Company. He is an industrialist having varied experience of over 24 Years in the field of Textiles and Chemicals.
Terms and Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid and last drawn remuneration	Mr. Shah will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he will be appointed as a Member/Chairperson and for attending the meetings of Independent Directors and commission which may be approved by the Board of Directors.	Terms and conditions of appointment along with details of remuneration sought to be paid to Mr. Mafatlal is specified in the Explanatory Statement.
Other Directorships	<ul style="list-style-type: none"> - Amal Limited; - Hindoostan Mills Limited; - Rudolf Atul Chemicals Limited; - Bhishma Realty Limited; - Capricorn Realty Limited; - SSPA Consultants Private Limited; - Rajji and Horwath Consultancy Services Private Limited; - Amrit Corp. Limited; - Mafatlal Industries Limited; - Deepak Fertilisers & Petrochemicals Corporation Limited; - Ironwood Education Limited; - I-Process Services (India) Limited 	<ul style="list-style-type: none"> - Tropical Clothing Company Private Limited; - Mafatlal Services Limited; - Cebon Apparel Private Limited; - Adenium Ventures Private Limited; - Avatar Impex Private Limited; - Aspen Impex Private Limited; - Mafatlal Impex Private Limited; - Manchester Organics Limited, UK; - VAP Agricultural Products (Bombay) Private Limited; - Heyday Investments Holdings Limited
Membership/Chairmanship of Committees	<p>Amal Limited Chairman: Nomination and Remuneration Committee Member: Audit Committee</p> <p>Hindoostan Mills Limited Chairman: Audit Committee Member: Nomination and Remuneration Committee Corporate Social Responsibility Committee</p>	<p>Navin Fluorine International Limited Chairman: Risk Management Committee Member: Corporate Social Responsibility Committee</p>

Name	Mr. Sujal A. Shah	Mr. Vishad P. Mafatlal
Membership/Chairmanship of Committees	Rudolf Atul Chemicals Limited Member: Audit Committee Nomination and Remuneration Committee Bhishma Realty Limited Chairman: Audit Committee Nomination and Remuneration Committee Capricorn Realty Limited Chairman: Audit Committee Member: Nomination and Remuneration Committee Amrit Corp. Limited Member: Audit Committee Corporate Social Responsibility Committee Mafatlal Industries Limited Member: Audit Committee Corporate Social Responsibility Committee Deepak Fertilisers & Petrochemicals Corporation Limited Member: Audit Committee Nomination and Remuneration Committee Securities Issue Committee and Rights Issue Committee Ironwood Education Limited Member: Audit Committee Nomination and Remuneration Committee	
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Shah is not related to any of the Director or Key Managerial Personnel of the Company	Mr. Mafatlal is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company held by him (as on March 31, 2021)	NIL	13,94,349 equity shares of ₹2/- each
Number of Board Meetings attended in the financial year 2020-2021	N. A.	Attended all 6 meetings held

By order of the Board of Directors
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad

President – Legal and Company Secretary
(Membership No.: ACS 9727)

Place: Mumbai
Date: May 7, 2021

Registered Office:

2nd floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai 400057
Tel: +91 22 6650 9999; Fax: +91 22 6650 9800
E-mail: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

ANNEXURE TO NOTICE

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Mr. Vishad P. Mafatlal as Executive Chairman of the Company

I. General Information:

1. **Nature of Industry:** Chemical Industry
2. **Date of commencement of Commercial Production:** The Company started its commercial production in the year 2002-03.
3. **In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus:** N. A.
4. **Financial Performance based on given indicators:**

(₹ in lakhs)

	Current Year	Previous Year
Turnover	1,13,311	1,02,227
Profit after Tax	29,921	39,981

5. **Foreign Investments or Collaborations, if any:** NIL

II. Information about the appointee:

1. **Background details:** Mr. Mafatlal is B.Sc (Economics), University of Pennsylvania, Wharton School, U.S.A. He is an industrialist having varied experience of over 24 Years in the field of Textiles and Chemicals.
2. **Past remuneration:**

Remuneration for FY 2020-21 is as under: (₹ in lakhs)

Salary as per provisions contained in Section 17(1) of the Income Tax 1961	286.99
Value of perquisites u/s 17(2) of the Income tax Act, 1961	35.90
Commission	531.00
Employer's contribution to Provident Fund	7.50
Group Medclaim and Accident Insurance	0.31
Total	861.70

3. **Recognition or award:** Nil
4. **Job profile and his suitability:** Mr. Mafatlal is a Promoter-Director and overall in-charge of the affairs of the Company. Looking at the overall exposure and rich experience of Mr. Mafatlal in diversified areas and responsibilities to be shouldered by him, it is in the interest of the Company to avail his business expertise and hence he is suitable for the position.
5. **Remuneration proposed:** As mentioned in Explanatory Statement
6. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):** Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. Mafatlal is commensurate with the remuneration paid to similar appointee in other companies.
7. **Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Except for the proposed remuneration, Mr. Mafatlal does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company.

III. Other information:

1	Reasons for inadequacy of profits	N. A.
2	Steps taken or proposed to be taken for improvement	N. A.
3	Expected increase in productivity and profits in measurable terms	N. A.

Place: Mumbai
Date: May 7, 2021

Registered Office:

2nd floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai 400057
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E-mail: info@nfil.in; Website: www.nfil.in
CIN: L24110MH1998PLC115499

By order of the Board of Directors
For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad
President – Legal and Company Secretary
(Membership No.: ACS 9727)