

July 09, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001

Scrip Code: 532504

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Symbol: NAVINFLUOR

Dear Sir / Madam,

Sub.: Notice of the 27th Annual General Meeting of the Company

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Notice of the 27th Annual General Meeting ('the AGM') of the Company scheduled to be held on Thursday, July 31, 2025 at 3.00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means to transact the Business Items as mentioned in the Notice convening the AGM.

In accordance with the relevant Circulars of MCA and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the AGM has been sent today through electronic mode to the Members of the Company whose e-mail addresses are registered with KFin Technologies Limited / respective Depository Participants. A letter containing the web-link of the Annual Report has been sent to those Members whose e-mail addresses are not registered.

Members of the Company holding shares either in physical form or in dematerialised form as on Thursday, July 24, 2025, i.e. Cut-Off Date, are eligible to attend the AGM and cast their votes on the Business Items/Resolutions. The remote e-voting period commences on July 27, 2025 (9:00 A.M. IST) and ends on July 30, 2025 (5:00 P.M. IST). 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 Notice of the AGM.

This intimation is also being made available on the Company's website at www.nfil.in.

Kindly take the above information on your record.

Thanking You,

Yours faithfully,

For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad

President Legal and Company Secretary

Encl.: a/a

Notice of the 27th Annual General Meeting

NOTICE is hereby given that the 27th Annual General Meeting ('AGM') of the Members of Navin Fluorine International Limited ('the Company') will be held on Thursday, July 31, 2025 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 Annual Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 along with the notes forming part thereof and the Report of the Board and the Auditors thereon
2. To declare final dividend of ₹7/- per Equity Share of face value of ₹2/- each for the financial year 2024-25
3. To re-appoint Mr. Vishad P. Mafatlal (DIN: 00011350), who retires by rotation and being eligible, offers himself for re-appointment as Director of the Company

SPECIAL BUSINESS:

4. To re-appoint Mr. Ashok U. Sinha (DIN: 00070477) as an Independent Director of the Company and in this regard, to consider and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder ('the Act'), Schedule IV to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Articles of Association of the Company, as amended from time to time, Mr. Ashok U. Sinha (DIN: 00070477), who was appointed as an Independent Director of the Company by the Members of the Company at their Meeting held on July 26, 2021 and whose term of office expires on October 27, 2025 and who satisfies the criteria of independence as specified in the Act and SEBI Listing Regulations, and in respect of whom, the Company has received notices in writing from Members under Section 160 of the Act, proposing his candidature as a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from October 28, 2025 and ending on October 27, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI Listing Regulations and applicable provisions,

if any, of the Act, approval of the Members be and is hereby accorded for the continuance of Mr. Sinha as an Independent Director of the Company for the above stated term, notwithstanding that he shall cross the age of 75 years during such term.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

5. To appoint Parikh & Associates (ICSI Firm Registration Number: P1988MH009800), Practising Company Secretaries, as Secretarial Auditors of the Company 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Parikh & Associates, Practising Company Secretaries (ICSI Firm Registration No. P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as shall be fixed by the Board of Directors of the Company from time to time, plus taxes, apart from reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution including issuing letter of appointment."

6. To ratify remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for Financial Year 2025-26 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 the rules made thereunder, as amended from time to time, payment of remuneration

of ₹5,50,000/- (INR Five Lakhs and Fifty Thousand only) and reimbursement of out-of-pocket expenses incurred for the purpose of cost audit and applicable taxes, to B. Desai & Co. (Firm Registration No. 005431), Cost Auditors, for conducting the audit of Cost Records relating to the chemical products manufactured by the Company for the financial year from April 01, 2025 to March 31, 2026, be and is hereby 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

Date: July 07, 2025

Place: Mumbai

Registered Office:

Office No. 602, 6th Floor, Natraj by Rustomjee,
Near Western Express Highway,
194, Sir Mathuradas VasANJI Road,
Andheri (East), Mumbai 400069, India
Tel: +91 22 6650 9999 Fax: +91 22 6650 9800
E-mail ID: info@nfil.in Website: www.nfil.in
CIN: L24110MH1998PLC115499

Annexure to Notice

EXPLANATORY STATEMENT

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice of AGM:

Item No. 4

Re-appointment of Mr. Ashok U. Sinha (DIN: 00070477) as an Independent Director of the Company:

The Members of the Company, at their 23rd Annual General Meeting held on July 26, 2021, appointed Mr. Ashok U. Sinha as an Independent Director for 5 (five) consecutive years from October 28, 2020. Accordingly, the first term of Mr. Sinha as an Independent Director will end on October 27, 2025. He is eligible for re-appointment for another term of 5 (five) consecutive years subject to approval of the Members by a Special Resolution.

Mr. Sinha has consented for his re-appointment and confirmed that he is eligible and does not suffer from any disqualifications for his re-appointment as a Director and Independent Director. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

Further, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect. Mr. Sinha shall attain the age of 75 years during his proposed second term and continuance of his proposed re-appointment as an Independent Director requires consent of the Members by way of a Special Resolution. Mr. Sinha is active and keeps good health.

The performance evaluation of Mr. Sinha was conducted by the entire Board of Directors (excluding Mr. Sinha) on the basis of structured parameters. Based on the performance evaluation, the Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on May 09, 2025, has recommended the re-appointment of Mr. Sinha as an Independent Director for a second term of 5 (five) consecutive years. During his term of re-appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ('the Act').

The Company has received declarations from Mr. Sinha confirming that he meets the criteria of independence as prescribed under Section 149 of the Act and as per SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions for re-appointment as an Independent Director

and he is independent of the Management. Brief profile of Mr. Sinha and other relevant details are given in the annexure which forms part of this Notice.

The Company has received notices from Members under Section 160 of the Act proposing his re-appointment as an Independent Director. A copy of the letter of re-appointment of Mr. Sinha dated May 09, 2025 which is subject to approval of Members, is available for inspection by the Members. Members seeking to inspect the same can send an email to investor.relations@nfil.in.

Considering the qualifications, knowledge and experience of Mr. Sinha, his continuance on the Board of the Company will be in the interest of the Company.

Accordingly, the Board of Directors recommends passing of the Special 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 concerned or interested in the Resolution.

Item No. 5

Appointment of Parikh & Associates (ICSI Firm Registration Number: P1988MH009800), Practising Company Secretaries, as Secretarial Auditors of the Company:

Pursuant to the provisions of Section 204 of the Act, Regulation 24A of SEBI Listing Regulations read with SEBI Notification dated December 12, 2024 and based on the recommendations of the Audit Committee, the Board of Directors, at their meeting held on May 09, 2025, appointed Parikh & Associates (ICSI Firm Registration Number: P1988MH009800), a Peer Reviewed Firm of Company Secretaries in Practice, as Secretarial Auditors of the Company basis the following:

- a) Credentials: Parikh & Associates established in the year 1987, is a reputed firm of Practising Company Secretaries with a legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.
- b) Consent and Eligibility: Parikh & Associates has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors

in terms of the provisions of SEBI Listing Regulations. Parikh & Associates holds a valid Peer Review Certificate issued by ICSI.

- c) Basis of recommendations: The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment and other relevant factors.
- d) Term of appointment: 5 (five) consecutive years from the financial year 2025-26 till financial year 2029-30.
- e) Proposed Fees: As may be fixed by the Board of Directors of the Company from time to time, plus taxes, apart from reimbursement of out-of-pocket expenses.

The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors.

Accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, are in any way concerned or interested in the Resolution.

Item No. 6

Ratification of remuneration of B. Desai & Co. (Firm Registration No. 005431), Cost Auditors of the Company for Financial Year 2025-26:

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

Based on the receipt of consent letter and eligibility certificate and upon recommendations of the Audit Committee, the

Board of Directors of the Company has approved the appointment of B. Desai & Co. (Firm Registration No.: 005431), Cost Accountants, as the Cost Auditor of the Company for conducting the Cost Audit of the cost records of Chemical Products manufactured in the Financial Year from April 01, 2025 to March 31, 2026 on a remuneration of ₹5,50,000/- (INR Five Lakhs and Fifty Thousand only) and the reimbursement of out-of-pocket expenses incurred for the purpose of Cost Audit and applicable taxes, subject to ratification by such remuneration by the Members of the Company.

As per Section 148(3) of the Act, the remuneration of the Cost Auditor shall be ratified by the Members of the Company.

Accordingly, the Board of Directors recommends passing of the Ordinary Resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in this Resolution.

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

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

Date: July 07, 2025
Place: Mumbai

Registered Office:

Office No. 602, 6th Floor, Natraj by Rustomjee,
Near Western Express Highway,
194, Sir Mathuradas Vasanji Road,
Andheri (East), Mumbai 400069, India
Tel: +91 22 6650 9999 Fax: +91 22 6650 9800
E-mail ID: info@nfil.in Website: www.nfil.in
CIN: L24110MH1998PLC115499

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name	Mr. Vishad P. Mafatlal	Mr. Ashok U. Sinha
Age	51 years	73 years
Director's Identification Number	00011350	00070477
Date of first appointment	January 21, 2003	October 28, 2020
Brief Resume – Qualification	B. Sc (Economics), University of Pennsylvania, Wharton School, U.S.A.	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	Mr. Mafatlal is the Executive Chairman designated as Chairman of the Company. He is an industrialist having varied experience of over 28 Years in the field of Textiles and Chemicals.	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	Mr. Mafatlal 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 of the Company. The remuneration paid to Mr. Mafatlal during the financial year ended March 31, 2025 is mentioned in the Corporate Governance Report.	Mr. Sinha is not being paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he is/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 Mr. Sinha during the financial year ended March 31, 2025 is mentioned in the Corporate Governance Report.
In case of Independent Directors – the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	His qualification, skills, experience and expertise in Finance & Accounts, Sales, Marketing, Commercial, Manufacturing, Quality and Supply Chain, M & A and Business Development will continue to benefit the Company.
Other Directorships	<ul style="list-style-type: none"> - Navin Fluorine Advanced Sciences Limited - Tropical Clothing Company Private Limited - Mafatlal Services Limited - Cebon Apparel Private Limited - Mafatlal Impex Private Limited - Manchester Organics Limited, UK - Heyday Investments Holdings Limited 	<ul style="list-style-type: none"> - J. K. Cement Limited - The Tata Power Company Limited - Tata Power Delhi Distribution Limited - Tata Communications Limited
Listed entities from which he/she has resigned in the past three years	Nil	Nil

Name	Mr. Vishad P. Mafatlal	Mr. Ashok U. Sinha
Membership/Chairmanship of Committees	Navin Fluorine International Limited Chairman: Risk Management Committee Fund Raising Committee Member: Corporate Social Responsibility Committee Stakeholders' Relationship Committee Navin Fluorine Advanced Sciences Limited Chairman: Corporate Social Responsibility Committee	Navin Fluorine International Limited Chairman: Corporate Social Responsibility Committee Member: Audit Committee J. K. Cement Limited Member: Audit Committee Nomination and Remuneration Committee The Tata Power Company Limited Chairman: Audit Committee Member: Risk Management Committee Tata Communications Limited Chairman: Risk Management Committee Audit Committee Member: Nomination and Remuneration Committee Corporate Social Responsibility Safety and Sustainability Committee Tata Power Delhi Distribution Limited Chairman: Audit Committee Member: Long Term Borrowings Committee Liquidation of Regulatory Assets Committee
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Mafatlal 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 including shareholding as a beneficial owner	3,26,349 Equity Shares of ₹2/- each	NIL
Number of Board Meetings attended in the Financial Year 2024-25	All 8 Meetings held	All 8 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

Date: July 07, 2025

Place: Mumbai

Registered Office:

Office No. 602, 6th Floor, Natraj by Rustomjee,
Near Western Express Highway,
194, Sir Mathuradas VasANJI Road,
Andheri (East), Mumbai 400069, India
Tel: +91 22 6650 9999 Fax: +91 22 6650 9800
E-mail ID: info@nfil.in Website: www.nfil.in
CIN: L24110MH1998PLC115499

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated September 19, 2024, allowed companies to convene Annual General Meeting ('AGM') through VC / OAVM till September 30, 2025 in accordance with relevant provisions of other applicable MCA Circulars (collectively referred as 'MCA Circulars'). Accordingly, in compliance with the provisions of the Companies Act, 2013 ('the Act'), 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. As 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 reckoned for quorum as per Section 103 of the Act.
5. All Members, including Institutional Investors, are encouraged to attend and vote at the AGM. An Institutional / Corporate Member is required to send a scanned document of the certified true 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 with a copy marked to evoting@nsdl.com or uploaded by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.
6. In compliance with MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode only to those Members whose e-mail addresses are registered with KFinTech/DPs, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report will also be available on

the Company's website at www.nfil.in/investor/annu_reports.html, 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 www.evoting.nsdl.com.

DOCUMENTS RELATING TO AGM:

7. Explanatory Statement setting out material facts concerning the business in respect of Item Nos. 4 to 6 mentioned in the above Notice is annexed hereto.
8. Brief profile of the Directors seeking re-appointment as per 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.
9. Members seeking to inspect the Registers required to be maintained under the Act and all documents referred to in the Notice and Explanatory Statement can send an email to investor.relations@nfil.in.

DIVIDEND AND TAXATION THEREON:

10. The final dividend of ₹7/- per equity share as recommended by the Board of Directors for the Financial Year 2024-25, if declared by the Members of the Company at this AGM, will be paid on or after August 08, 2025.
11. Friday, July 04, 2025 is fixed as the Record Date for determining the eligibility of Members entitled for the payment of final dividend for the Financial Year 2024-25, if declared.
12. 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 ('DPs').
 - b. Members holding shares in physical form are requested to submit a covering letter, duly signed relevant ISR forms available at the web-link at <https://www.nfil.in/investor/downloads.html> and <https://ris.kfintech.com/default.aspx> along with documents mentioned therein, to KFin Technologies Limited ('KFinTech'), Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, India.

Members holding shares in physical form may note that if their bank account and other requisite details are not updated with KFinTech, their folios shall be dealt with in accordance with SEBI Circular

No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2024/37 dated March 16, 2023, as amended from time to time, which is available on the Company's website at <https://www.nfil.in/investor/downloads.html>.

13. Pursuant to the Income-tax Act, 1961, as amended by the 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. TDS certificates regarding dividends declared in the past can be downloaded from <https://ris.kfintech.com/clientservices/tds/>

UNCLAIMED DIVIDEND AND IEPF:

14. Members are requested to note that pursuant to Section 125(2)(c) of the Act, dividend remaining unclaimed / unpaid for a period of 7 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 2017-2018 to the said fund. Members who have so far not claimed the dividends paid thereafter are requested to make claim with the Company / KFinTech immediately.
15. Pursuant to Section 124(6) of the Act read with 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 Members intimating them particulars of their equity shares due for transfer. These details are also available on the Company's website at <https://www.nfil.in/investor/unpaid.html> Upon transfer, the Members 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.

SHARES RELATED INFORMATION:

16. Members who have not registered their e-mail addresses so far, are requested to register the same with KFinTech in case of physical holding and with the Depository through their DPs in respect of electronic holding.
17. As per SEBI Circular dated January 25, 2022, Letter of Confirmation (LOC) has to be issued to Members for various Investors Service Requests in case of physical holdings. The LOC will be valid for 120 days from the date of its issue, within which the Member shall make a request to his/her DP for dematerializing the underlying securities. In case the Member fails to submit the LOC

within the aforesaid period, the shares shall be transferred to the Suspense Escrow Demat Account of the Company. The methodology for claiming these shares back from the Suspense Escrow Demat Account shall be in accordance with SEBI guidelines dated December 30, 2022.

18. **Attention of the Members holding shares in physical form is drawn to SEBI circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2024/37 dated March 16, 2023, as amended from time to time, which mandates furnishing self-attested copy of Permanent Account Number (PAN), postal address, mobile number, bank account details, specimen signature and nomination/ declaration to opt-out from nomination by submitting the specified forms to the Company/KFinTech. The said Circular is available on Company's website at www.nfil.in/investor/downloads.html along with relevant documents. The folios wherein any one of the cited document / details are not available shall be dealt with in the manner specified in the Circular.**
19. All 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 DPs 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 KFinTech to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to KFinTech.
20. Members holding shares in physical form are requested to consider dematerializing their holding as share transfers cannot be effected in physical form with effect from April 1, 2019 pursuant to SEBI norms. Further, other service requests like, (i) issue of duplicate securities certificate, (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division / splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) transmission and (viii) transposition, will also be processed in electronic form only as per SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022. Details with respect to the same are available on the website of the Company at www.nfil.in/investor/downloads.html
21. As per Section 72 of the Act, 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 duly submitting Form No. SH-13. Members holding shares in physical form may submit the same to KFinTech. Members holding

shares in electronic form may submit the same to their respective DPs.

22. SEBI has mandated the submission of copy of Permanent Account Number (PAN) card by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the copy of PAN card to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFinTech.

23. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, e-voting facility is being provided to the Members for all business to be transacted at the AGM. Members of the Company holding shares either in physical form or in dematerialised form as on Thursday, July 24, 2025 ('Cut-Off Date') are eligible to cast their votes. The voting rights of the Members shall be in proportion to their share in paid-up equity share capital as on the Cut-Off Date. 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.

Members may cast their votes using an electronic voting system prior to AGM ('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 (remote e-voting and e-voting at the AGM) will be provided by NSDL.
- ii. The remote e-voting period commences on July 27, 2025 (9:00 a.m. IST) and ends on July 30, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- iii. 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.

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. 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. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

vi. An Institutional / Corporate Member is required to send a scanned document of the certified true 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 with a copy marked to evoting@nsdl.com or uploaded by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.

vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on + 91 22 48867000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com.

viii. 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 DPs. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.





ix. The details of the process and manner for remote e-voting, attending AGM and e-voting at the AGM are explained below:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system (including procedure for attending AGM through VC/OAVM)

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A. Login method for e-voting and joining virtual meeting for individual shareholders holding shares in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. By NSDL IDeAS facility:</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Either on a personal computer or on a mobile, open web browser and visit the e-Services website of NSDL viz. https://eservices.nSDL.com. 2. Once the home page of e-Services appears on the screen, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new page will appear on the screen, you will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. 4. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. <p>If you are not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nSDL.com. 2. Select 'Register Online for IDeAS Portal' 3. Then please follow steps as mentioned in above points 1 to 5 of A. <p>For OTP based login, follow the below steps:</p> <p>You can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>B. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Either on a personal computer or on a mobile, open web browser and visit the website of NSDL viz. https://www.evoting.nSDL.com 2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. 'IN' followed by your fourteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the Meeting. <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speed-e' facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders Login Method

Individual Shareholders holding securities in demat mode with CDSL

A. By CSDL Easi / Easiest facility:**If you are already registered, follow the below steps:**

1. Either on a personal computer or on a mobile, open web browser and visit <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com and click on New System Myeasi to login through your User ID and Password. Option will be made available to reach e-voting page without any further authentication.
2. After successful login through Easi/Easiest the user will be able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.

If you are not registered for CSDL Easi / Easiest facility, follow the below steps:

1. Option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
2. After registration, please follow steps as mentioned in above points 1 to 2 of A.

B. By visiting the e-voting website of CDSL:

1. Either on a personal computer or on a mobile, open web browser and visit e-voting page viz. <https://evoting.cdslindia.com/Evoting/EvotingLogin> and enter demat account number and PAN.
2. The system will authenticate the user by sending OTP on registered Mobile & E-mail ID as recorded in the demat account.
3. After successful authentication, user will be provided links for the respective e-voting service provider i.e. NSDL where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

Through Depository Participant's website:

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.
2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature.
3. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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.

Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on + 91 22 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Toll Free No.: 1800-21-09911

1. Either on a personal computer or on a mobile, open web browser and visit the e-voting website of NSDL viz. <https://www.evoting.nsdl.com/>.
2. Once the home page of e-voting system appears on the screen, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

B) Login Method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode

How to Log-in to NSDL e-Voting website?

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company EVEN is 134207 and if folio number is 001*** then user ID is 134207001***

5. Password details for shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) In case you have not registered your e-mail ID with the Company / Depository, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system (including procedure for attending AGM through VC/OAVM):

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN 134207' of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed and you can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to evoting@nsdl.com
2. In case shares are held in demat mode, please provide Demat account number (In case Depository is (i) NSDL - DP ID commences with 'IN' followed by 6 digits and Client ID comprises of 8 digits; (ii) CDSL - DP ID and Client ID comprise of 8 digits each) Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to evoting@nsdl.com If you are an individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. 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, may obtain the User ID and Password by sending an e-mail to evoting@nsdl.com mentioning aforesaid details along with the requisite documents as mentioned above.
4. Members who need technical assistance may contact Mr. Sanjeev Yadav, Assistant Manager - NSDL, Email ID: evoting@nsdl.com; Tel. No.: + 91 22 48867000

For e-voting at AGM:

1. The procedure for e-voting at AGM is same as the instructions mentioned above for remote e-voting.
2. The details of the person who may be contacted for any grievances connected with the facility for e-voting at the AGM shall be the same person mentioned for remote e-voting.

For attending the AGM through VC/OAVM:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see 'VC/OAVM link' placed under 'Join Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 this Notice to avoid last minute hassle.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
3. Upto 1,000 members will be able to join on a first-come-first-served basis to the 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.
4. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
5. Members will be required to allow Camera, if any and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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 network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending an email from their registered email ID on investor.relations@nfil.in mentioning their demat account number/ folio number, city, e-mail ID and mobile number from July 24, 2025 to July 27, 2025. The duly registered speaker shareholders will only be allowed to express their views/ask questions during the AGM.

8. Only those Members, who will be present in the AGM and have not cast their vote through remote e-voting are eligible to vote through e-voting at the AGM. However, Members who have voted through remote e-voting will be eligible to attend the AGM.

DECLARATION OF RESULTS:

24. The scrutiniser will submit his report to the Chairman or to any other person 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 NSDL <https://www.evoting.nsdl.com/>. The result will simultaneously be communicated to the Stock Exchanges.