

July 28, 2020

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400001, India.

**Stock Code: 532504**

**National Stock Exchange of India Limited**

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

**Stock Code: NAVINFLUOR EQ**

Dear Sir / Ma'am,

**Sub.: Notice of the 22<sup>nd</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company which is scheduled to be held on Friday, August 21, 2020 at 3.00. p.m. (IST) through Video Conferencing/Other Audio-Visual Means.

The Notice of the AGM is being dispatched to the Members of the Company only through electronic mode in accordance with the relevant circulars of the Ministry of Corporate Affairs and SEBI. The detailed instructions related to remote e-voting, participation in the e-AGM and voting thereat are specified in the Notes annexed to the Notice of the AGM.

The Notice of the AGM shall also be made available on the Company's website [https://www.nfil.in/investor/comp\\_announce.html](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: 2020.07.28  
17:30:55 +05'30'

**Niraj B. Mankad**

**President Legal and Company Secretary**

*Encl.: a/a*

*(Name of Person filing: Ms. Akshika Thakkar; Contact Number: +91-022-66509999)*



# Notice

NOTICE is hereby given that the 22nd Annual General Meeting ('AGM') of the Members of the Company will be held on Friday, August 21, 2020 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, 2020 along with the notes forming part thereof and the Report of the Directors and the Auditors thereon
2. To confirm the payment of Interim Dividends on the equity shares of the Company for the financial year 2019-2020 and to declare final dividend on equity shares for the financial year 2019-2020
3. To re-appoint Mr. T.M.M. Nambiar (DIN 00046857), who retires by rotation and being eligible, offers himself for re-appointment 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 Companies Act, 2013 read with rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. T.M.M. Nambiar (DIN 00046857), a Non-Executive Non-Independent Director of the Company, who is liable to retire by rotation at this Annual General Meeting of the Company, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation, notwithstanding that he has crossed the age of 75 years."

## SPECIAL BUSINESS:

4. To ratify remuneration of Mr. B. C. Desai, Cost Auditor (Membership Number M-1077) of the Company for the financial year 2020-2021, 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, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the payment of Remuneration of ₹5,00,000/- (INR Five lakhs only) (excluding the reimbursement of out-of-pocket expenses incurred for the purpose of Audit), to Mr. B. 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, 2020 to March 31, 2021, be and is hereby approved and ratified."

By order of the Board of Directors  
For **Navin Fluorine International Limited**

**N. B. Mankad**

Place: Mumbai      President – Legal and Company Secretary  
Date: June 16, 2020      (Membership No.: ACS 9727)

## 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 May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM. 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. 3 and 4 mentioned in the above Notice is annexed hereto.
  6. The details of the Director seeking re-appointment as required by Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-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 re-appointment as proposed.
  7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, August 11, 2020 to Friday, August 14, 2020 (both days inclusive) for the purpose of determining the eligibility of Members entitled for payment of final dividend, if any.
  8. The final dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or after August 26, 2020. In case of non-availability or non-updation of bank account details of the Members, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country by dispatching dividend warrant/ demand draft, as the case may be.
- In order to enable the Company to directly credit the dividend amount in the bank accounts:
- a) Members holding shares in demat accounts 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 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 name, please attach a copy of the bank pass-book statement, duly self-attested.
9. 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](mailto:investor.relations@nfil.in)
  10. Members are requested to note that pursuant to the provisions of Section 125(1)(c) of the Companies Act, 2013, the 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 2012-2013 to the said fund. Members who have so far not claimed the dividends paid thereafter are requested to make claim with the Company/R&T Agents of the Company immediately.
  11. Pursuant to the provisions of 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 also 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](http://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](http://www.iepf.gov.in).
  12. 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 Registrar and Share Transfer Agent.
13. All Members, including Institutional Investors, are encouraged to attend and vote at the AGM. Institutional / Corporate Members are 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 [info@dmzaveri.com](mailto:info@dmzaveri.com) or upload on the VC portal / e-voting portal.
  14. 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 Registrar and Share Transfer Agents M/s. KFin Technologies Private Limited to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to RTA.
  15. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. As per the SEBI norms, with effect from April 1, 2019, share transfers cannot be effected in physical form.
  16. 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 KFin Technologies Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
  17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website [www.nfil.in](http://www.nfil.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on <https://evoting.karvy.com/>
  18. 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.
  19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. Details regarding the same will be made available on the Company's website [www.nfil.in](http://www.nfil.in).
- 20. 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. The 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 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 remote e-voting facility will be provided by KFin Technologies Private Limited (KFinTech).
  - ii. The remote e-voting period commences on August 18, 2020 (9:00 a.m.) and ends on August 20, 2020 (5:00 p.m.). 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 August 14, 2020) 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 by typing the URL: <https://evoting.karvy.com>

- (b) Enter the 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 visit <https://evoting.karvy.com> or contact toll free number 1800-3454-001 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 Format) 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: [info@dmzaveri.com](mailto:info@dmzaveri.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.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.karvy.com>.
- 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 August 14, 2020.
- 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., August 14, 2020, 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 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.karvy.com>, the 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@karvy.com/ananda.moolya@kfintech.com](mailto:evoting@karvy.com/ananda.moolya@kfintech.com); Tel. No.: +91 040 67162222/67161627; Toll Free No.: +1800 3454 001.
  - d) You may also send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- vii. Members are requested to register their email IDs with KFinTech if shares are held by them in physical form or with their respective DPs if shares are held by them in



demat form. Those Members who have not registered their email IDs may send an email request to [ris@kfintech.com](mailto:ris@kfintech.com) along with the following documents for obtaining the Annual Report, Notice of AGM with e-voting instructions and login credentials: (a) In case shares are held in physical mode, please provide folio no., name, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of any address proof; (b) In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of any address proof; (c) After due verification, KFinTech will forward login credentials to Member's registered email ID; (d) After this, Member may follow the remote e-voting instructions given in this Notice.

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

- i. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. 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.
- ii. 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.
- iii. Upto 1000 members will be able to join on a first-come-first-served-basis to the e-AGM. Such restrictions on entry into 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.

- iv. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
  - v. Further, Members will be required to allow camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
  - vi. 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 KFin Technologies Private Limited is 1800-3454-001
  - 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 August 18, 2020 (9:00 a.m.) to August 20, 2020 (5:00 p.m.).
  - 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 online voting in the e-AGM. However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.
21. 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](http://www.nfil.in) and on the website of KFinTech <https://evoting.karvy.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

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. 3 and 4 of the accompanying Notice of AGM.

#### Item No. 3:

Mr. T. M. M. Nambiar is a Non-Executive Non-Independent Director on the Board of the Company and is liable to retire by rotation at the ensuing 22nd Annual General Meeting of the Company. Being eligible, he has offered himself for re-appointment.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Therefore, continuance of Mr. T. M. M. Nambiar as Non-Executive Non-Independent Director requires consent of the members by way of a Special Resolution. Mr. T. M. M. Nambiar is active and is keeping good health. His brief profile is given in the annexure and forms part of this Notice.

Having regard to his qualifications, knowledge and experience, his re-appointment on the Board of the Company as a Non-Executive Non-Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing of the Special Resolution at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. T.M.M. Nambiar is concerned or interested in the Resolution.

#### Item No. 4:

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 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. B. 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, 2020 to March 31, 2021 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. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in anyway deemed to be concerned or interested in the Resolution as set out in Item No. 4 of the Notice.

By order of the Board of Directors  
For **Navin Fluorine International Limited**

**N. B. Mankad**

Place: Mumbai  
Date: June 16, 2020

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

#### 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 Director seeking re-appointment pursuant to Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2

|                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name                                                                                                                                | Mr. T. M. M. Nambiar                                                                                                                                                                                                                                                                                                                                                                                                        |
| Age                                                                                                                                 | 83 years                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Director's Identification Number                                                                                                    | 00046857                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Date of Appointment/ Re-appointment                                                                                                 | March 3, 2003                                                                                                                                                                                                                                                                                                                                                                                                               |
| Brief Resume – Qualification                                                                                                        | B.Com., A.C.A.                                                                                                                                                                                                                                                                                                                                                                                                              |
| Expertise in Specific Functional Areas                                                                                              | He has a vast experience of over 57 years and was associated as President/Chairman/ Member of prestigious institutions like Cement Manufacturers Association, National Council for Cement Industry, The Associated Chamber of Commerce and Industry of India, Bombay Chamber of Commerce, etc. He was also associated for more than 26 years with Associated Cement Company Limited including 6 years as Managing Director. |
| Terms and Conditions of Appointment/Re-appointment along with details of remuneration sought to be paid and last drawn remuneration | Mr. T. M. M. Nambiar will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he is a Member and commission which may be approved by the Board of Directors. The remuneration paid to him during the financial year ended March 31, 2020 is shown under the Corporate Governance Report.                                                               |
| Other Directorships                                                                                                                 | 1. ION Exchange (India) Limited<br>2. ION Exchange Projects and Engineering Limited<br>3. Hospital and Nursing Home Benefits Association                                                                                                                                                                                                                                                                                    |
| Membership/Chairmanship of Committees                                                                                               | 1. Navin Fluorine International Limited<br>Audit Committee - Member<br>Nomination and Remuneration Committee - Member<br>2. Hospital and Nursing Home Benefits Association<br>Managing Committee - Member<br>3. ION Exchange (India) Limited<br>Audit Committee - Chairman                                                                                                                                                  |
| Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel                                         | He is not related to any of the Director or Key Managerial Personnel of the Company.                                                                                                                                                                                                                                                                                                                                        |
| Shareholding in the Company held by him                                                                                             | 5,000 Equity Shares of ₹2/- each (as on March 31, 2020)                                                                                                                                                                                                                                                                                                                                                                     |
| Number of Board Meetings Attended in the financial year 2019-2020                                                                   | Attended all 7 meetings held                                                                                                                                                                                                                                                                                                                                                                                                |

By order of the Board of Directors  
For **Navin Fluorine International Limited**

**N. B. Mankad**

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

Place: Mumbai  
Date: June 16, 2020

### 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