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1st July, 2018

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
Stock Code: 532504

National Stock Exchange of India Limited
Exchange Plaza, Bandra -Kurla Complex,
Bandra (East), Mumbai 400 051.

Stock Code: NAVINFLUOR EQ

Dear Sirs,

Re: Notice of 20th Annual General Meeting .

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 20th Annual General Meeting of the Company scheduled to be held on Tuesday , the 24th July, 2018 at 3.00 P.M at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020.

Kindly take the above information on your records.

Thanking You

Yours faithfully,

For **NAVIN FLUORINE INTERNATIONAL LIMITED**

Niraj B. Mankad
Vice-President Legal & Company Secretary.
Encl a/a

NOTICE

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting of the Members of the Company will be held on Tuesday, the 24th July, 2018 at 3.00 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020 to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt the Directors' Report, the Audited Financial Statements (Standalone and Consolidated, both) including the Statement of Profit and Loss for the year ended 31st March, 2018 and the Balance Sheet as at that date and the Auditor's Report thereon.
- To confirm the payment of Interim Dividend on equity shares for the year 2017-18 and to declare final dividend and special dividend on equity shares for the year 2017-18.
- To appoint a Director in place of Mr. T.M.M. Nambiar (DIN 00046857) who retires by rotation and being eligible, offers himself for re-appointment and hence to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. T.M.M. Nambiar (holding DIN00046857), 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, though he has crossed the age of 75 years."

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. S.M. Kulkarni (holding DIN00003640), an Independent Director of the Company, be continued as an Independent Director of the Company to hold office for the balance period of his current tenure viz. upto 24th June, 2019, though he has crossed the age of 75 years."

- To consider and if thought fit, to pass with or without modifications, the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof, for the time being in force and other applicable provisions, if any, and subject to requisite approvals from the concerned Stock Exchange/s and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities from the existing "Promoter" and "Promoter Group" category to "Public" category."

Sr. No.	Name of the Promoter/Promoter Group	Present Shareholding
1.	Mafatlal Industries Ltd.	NIL
2	NOCIL Ltd.	NIL
3	A.N. Mafatlal, Karta of ANM HUF 4	NIL
4	Mr. Hrishikesh A. Mafatlal	NIL
5	Mr. Hrishikesh Arvind Mafatlal	NIL
6	Mrs. Rekha Hrishikesh Mafatlal	NIL
7	Mrs. Aarti Manish Chadha	NIL
8	Mr. Hrishikesh A. Mafatlal	NIL
9	Mrs. Anjali Kunal Agarwal	NIL
10	Mr. Priyavrata Mafatlal	NIL
11	Gayatri Pestichem Mfg. Pvt. Ltd.	NIL
12	Suremi Trading Pvt. Ltd.	NIL
13	Sumil Holdings Pvt. Ltd.	NIL
14	Milekha Texchem Co. Pvt. Ltd.*	NIL
15	Shamir Texchem Pvt. Ltd.	NIL
16	Sushripada Investments Pvt. Ltd.	NIL
17	Arvi Associates Pvt. Ltd.	NIL
18	Shripad Associates Pvt. Ltd.*	NIL

*since merged with Suremi Trading Pvt. Ltd. who applied for re-classification.



"RESOLVED FURTHER THAT any one of the Whole-time Directors or the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised to submit necessary application for re-classification to the concerned Stock Exchange/s wherein the securities of the Company are listed or to any other Regulatory Authority, as may be required, and to take such steps as may be necessary, desirable and expedient to give effect to this Resolution".

6. To consider and if thought fit, to pass with or without modifications, the following Resolution, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013, payment of Remuneration of ₹3,50,000/- (Rupees Three

Lacs Fifty Thousand only) (apart from re-imbursement 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 year 1st April, 2018 to 31st March, 2019, be and is hereby approved and ratified."

By Order of the Board,

Place: Mumbai

Dated: 14th June, 2018

N.B. Mankad

Company Secretary

Regd. 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. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.

Instrument appointing a proxy duly completed in all respects should reach Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 3 to 6 mentioned in the above Notice is annexed hereto.
3. In terms of Section 152 of the Companies Act, 2013, Mr. T.M.M. Nambiar (DIN00046857), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The details of the director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company

Secretaries of India and notified by Central Government is annexed hereto.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 17th July, 2018 to Friday, the 20th July, 2018 (both days inclusive) for the purpose of determining the eligibility of Shareholders entitled for payment of dividend, if any.
5. The final dividend and special dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on 27th July, 2018.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.

b) Shareholders holding shares in physical form are requested to provide the following details along with an authorisation letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), Bank name, branch name, branch address, Account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

6. Members are requested to note that pursuant to the provisions of Section 125(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 for the year 2010 to the said fund. Members who have so far not claimed the dividends declared for any subsequent financial year(s) are requested to make claim with the Company immediately.

7. 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 Investor Education and Protection Fund. 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. No claim shall lie against the Company in respect of these equity shares post their transfer to Investor Education and Protection Fund. Upon transfer, the shareholders will be able to claim these equity shares only from the Investor Education and Protection Fund Authority by making an online application, the details of which are available at www.iepf.gov.in. The Company has already transferred 3,13,270 Equity Shares (16,139 shareholders) to the designated Account of IEPF in the month of December 2017 in accordance with the above Rules.
8. 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.
9. Route map and prominent land mark for easy location of venue of the AGM is provided in the Annual Report and the same shall also be available on the Company's website www.nfil.in

10. All documents referred to in the accompanying notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturday & Sunday during business hours up to the date of the 19th Annual General Meeting.
11. Corporate Members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representatives to attend and vote at the AGM.
12. Members holding shares in dematerialised 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 (hereinafter referred to as "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. Karvy Computershare Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to RTA.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and ease of portfolio management. Members can contact the Company or M/s. Karvy Computershare Private Limited (RTA) for assistance in this regard.
14. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DP, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. In terms of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, e-voting facility is being provided to the Members. Details of the e-voting process and other relevant details are being sent to all the Members along with the Notice.

ANNEXURE TO NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Nos. 3 to 6.

In respect of Item No. 3:

At the 16th Annual General Meeting of the Members of the Company held on 25th June, 2014, Mr. T.M.M. Nambiar, an Independent Director was appointed as such to hold office for five consecutive years. Accordingly, his tenure of appointment was valid upto 24th June, 2019. Subsequently, with effect from 29th June, 2017, Mr. T.M.M.

Nambiar has ceased to be an Independent Director consequent upon appointment of Price Waterhouse Chartered Accountants LLP as the Statutory Auditors of the Company, wherein his relative (son-in-law) is one of the partners but he does not audit the accounts of the Company. Pursuant to the provisions of Companies Act, 2013, Mr. T.M.M. Nambiar, as non-independent director, retires by rotation at the 20th Annual General Meeting of the Company, and being eligible, offers himself for re-appointment.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that 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, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

Mr. T.M.M. Nambiar is aged 81 and therefore his re-appointment as a Non-Executive Non-Independent Director requires consent of the Members by way of a Special Resolution in view of the aforesaid amendment. Mr. T.M.M. Nambiar is B.Com, ACA and has vast experience of over 55 years. He was associated as President/Chairman/Member of the prestigious institutions like Cement Manufacturers Association, National Council for Cement and Building Materials and Development Council for Cement Industry, the Associated Chamber of Commerce and Industry of India, Bombay Chamber of Commerce etc. He was associated for more than 26 years with Associated Cement Company Limited, including 6 years as the Managing Director. He is active and keeps good health. 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.

In respect of Item No. 4:

At the 16th Annual General Meeting of the Members of the Company held on 25th June, 2014, Mr. S.M. Kulkarni, an Independent Director was appointed as such to hold office for five consecutive years. Accordingly, his current tenure of appointment is valid upto 24th June, 2019.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that 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, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

Mr. S.M. Kulkarni is aged 79 and therefore his continuance as an Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. S.M. Kulkarni is a BE, Fellow, Institute of Management-UK, Fellow Indian Institute of Engineers and Fellow Institute of Directors, UK. He is a Corporate and Business Advisor to several Indian and International corporate entities and has vast experience in the areas of international business, alliance management, strategic planning, corporate governance, business development, venture capital funding and education. He is active and keeps good health. In the opinion of the Board of Directors of the Company, he continues to fulfill the conditions specified in the Companies Act, 2013 for being an Independent Director. Having regard to his qualifications, knowledge and experience, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend 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. S.M. Kulkarni is concerned or interested in the Resolution.

In respect of Item No. 5:

In the year 2016, Mr.H.A. Mafatlal, Mr.V.P. Mafatlal, their family members and the entities owned/controlled by them including the three listed entities viz. the Company, Mafatlal Industries Ltd. and NOCIL Ltd. entered into an Agreement to amicably restructure the shareholding of the three listed companies and other group companies such that the management of the Company resided with Mr.V.P. Mafatlal and the management of Mafatlal Industries Ltd. and NOCIL Ltd. resided with Mr.H.A. Mafatlal. The restructuring was part of a family settlement and succession plan between Mr.H.A. Mafatlal and Mr.V.P. Mafatlal. In accordance with this arrangement, Mr.H.A. Mafatlal stepped aside as the Executive Chairman and Director of the Company with effect from close of office hours on 19th August, 2016. Thereupon, Mr.V.P. Mafatlal who was then a non-



executive Promoter Director of the Company was appointed as the Executive Chairman of the Company. Simultaneously therewith the said Mr.V.P. Mafatlal resigned as Executive Vice-Chairman and Non-Executive Promoter Director in Mafatlal Industries Ltd. and NOCIL Ltd. respectively.

Subsequently, the Company received applications from the entities mentioned in the Resolution for reclassification of their status from "Promoter" and "Promoter Group" to "Public". The said applications were approved by the Board of Directors of the Company at the meetings held on 29th June, 2017 and 9th May, 2018.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides a regulatory mechanism for reclassification of "Promoter" as "Public Shareholders" subject to fulfillment of conditions as provided therein. The proposed reclassification is not pursuant to Regulations 31A (5) or (6) of the aforesaid Regulations. However, as a matter of abundant precaution, it is proposed to take the approval of the Members.

The application for reclassification has been made on the following grounds:

1. The applicants do not have any special rights and there is no voting arrangement (formal or informal) with any other party.
2. Neither the applicants nor their promoters directly or indirectly exercise control over the affairs of the Company.
3. The applicants along with persons acting in concert with them do not hold more than 10% of the paid-up equity capital in the Company.
4. No regulatory action is pending against the applicants who wish to be reclassified as public.
5. The applicants and their promoters and relatives shall not act as Key Managerial Personnel of the Company.

In view of the aforesaid facts and circumstances, the Board of Directors recommend passing of the Resolution at Item No.5 of the Notice.

None of the Directors, Key Managerial Personnel and/or their Relatives is concerned or interested in the Resolution.

In respect of Item No. 6:

In accordance with 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 audit of Chemical Products manufactured by the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Mr. B. C. Desai, as the Cost Auditor for Cost Audit of chemical products for the Year 1st April, 2018 to 31st March, 2019 on a remuneration of ₹3,50,000/- (Rupees Three lakhs Fifty Thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) subject to approval of remuneration by the Members.

Section 148(3) read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 prescribes that the remuneration of the Cost Auditor shall be ratified by the Shareholders. Accordingly, this Ordinary Resolution is proposed for ratification by the Members.

The Board of Directors recommend passing of the Ordinary Resolution at Item No.6 of the Notice.

None of the Directors, key managerial personnel and/or their relatives is concerned or interested in the Resolution.

By Order of the Board,

Place: Mumbai
Dated: 14th June, 2018

N.B. Mankad
Company Secretary

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

Name	Mr. T. M. M. Nambiar (DIN: 00046857)
Age	81 years
Date of Appointment/ Re-appointment	25th June, 2014
Brief Resume - Qualification	B.Com., A.C.A.
Expertise in Specific Functional Areas	He has a vast experience of over 55 years and was associated as President/Chairman/Member of the 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 Ltd. including 6 years as Managing Director
Other Directorships in Listed Companies	ION Exchange (India) Ltd.
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership: ION Exchange (India) Ltd. Audit Committee - Chairman Navin Fluorine International Ltd. Audit Committee - Member Nomination & Remuneration Committee:- Member
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	5,000 Equity Shares
Number of Board Meetings Attended	9

By Order of the Board

Place: Mumbai
Dated: 14th June, 2018

N. B. Mankad
Company Secretary

Regd. 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

Name	Mr. S.M. Kulkarni (DIN: 00003640)
Age	79 years
Date of Appointment/ Re-appointment	25th June, 2014
Brief Resume - Qualification	BE, Fellow, Institute of Management-UK, Fellow Indian Institute of Engineers and Fellow Institute of Directors, UK
Expertise in Specific Functional Areas	He is a Corporate and Business Advisor to several Indian and International Corporate Entities and has vast experience in the areas of international business, alliance management, strategic planning, corporate governance, business development, venture capital funding and education.
Other Directorships in Listed Companies	Bayer Crop Science Ltd. Camlin Fine Sciences Ltd. KEC International Ltd. Hindustan Construction Co. Ltd.
Memberships / Chairmanships of Committees in Listed Companies	Committee Membership: Bayer Crop Science Ltd. Audit Committee – Chairman Stakeholders Relationship Committee-Member Nomination & Remuneration Committee-Member Hindustan Construction Co. Ltd. Audit Committee – Chairman KEC International Ltd. Audit Committee – Member Finance Committee – Member Nomination & Remuneration Committee-Chairman Navin Fluorine International Ltd. Audit Committee – Chairman Nomination & Remuneration Committee-Member Camlin Fine Sciences Ltd. Audit Committee – Chairman Nomination & Remuneration Committee – Member
Disclosure of relationship	He is not related to any of the Director or Key Managerial Personnel of the Company
Shareholding in the Company	NIL
Number of Board Meetings Attended	9

Place: Mumbai
Dated: 14th June, 2018

N. B. Mankad
Company Secretary

Regd. 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

CERTIFIED TRUE COPY
For Navin Fluorine International Limited
Niraj Masnad
Niraj Masnad
Vice President (Legal) & Company Secretary