GUJARAT FLUOROCHEMICALS
VALUE THROUGH GREEN CHEMISTRY
CIN : L24304HP2018PLC011898

Gujarat Fluorochemicals Limited

Vadodara Office: ABS Towers, 2nd Floor,
Old Padra Road, Vadodara-390007, Gujarat, India

Tel: +91-265-6198111/2330057
E-mail: contact@gfl.co.in, Web.: www.gfl.co.in

GFCL: BRD: 2026-27

26th November, 2026

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Scrip Code: 542812

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai 400 051

Symbol: FLUOROCHEM

Dear Sir/Madam,

Sub: Notice of the Extraordinary General Meeting

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Para A of Part A of schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of the Extraordinary General Meeting ("EGM") of the Company scheduled to be held on **Tuesday, 22nd December, 2026** at **11:30 A.M. (IST)** through Video Conferencing ("VC")/Other Audio Video Means ("OAVM").

The remote e-voting will commence on **Thursday, 17th December, 2026 at 9:00 A.M. (IST)** and end on **Monday, 21st December, 2026 at 5:00 P.M. (IST).**

Further, the Company has fixed **15th December, 2026** as the 'cut-off date' for the purpose of determining the eligibility for e-voting of the Shareholders. The details of e-voting have been provided in the Notice of the Extraordinary General Meeting of the Company.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,
For Gujarat Fluorochemicals Limited

BHAVIN VIPIN DESAI
Digitally signed by BHAVIN VIPIN DESAI
Date: 2026.11.26 15:25:37 +05'30'

Bhavin Desai
Company Secretary
FCS 7952

Encl.: As above

Gujarat Fluorochemicals Limited
(CIN L24304HP2018PLC011898)
Registered Office: Plot No. 1, Khasra Nos. 264 to 267 Industrial Area,
Una, Village Basal - 174303, Himachal Pradesh
Telephone +91 1975 297843, **Email**: bvdesai@gfl.co.in
Website: www.gfl.co.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Member(s),

NOTICE is hereby given that the **Extraordinary General Meeting** of Members of Gujarat Fluorochemicals Limited ("the Company") will be held on **Tuesday, 22nd December, 2026**, at **11:30 AM,** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses:

SPECIAL BUSINESS

Item No.1 Approval of Material Related Party Transactions of the Company with GFCL EV Products Limited, Material Subsidiary of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulations 2(1) (zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, the Company's Policy on Materiality of Related Party Transactions, each as amended and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company at their respective Meetings held on 3rd November, 2026, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include "GFCL Committee of Directors for Operations") for entering into and/or carrying out and / or continuing with existing contracts/arrangements/transactions or modification(s) of earlier/ arrangements/transaction or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), between the Company and GFCL EV Products Limited ("GFCL EV"), subject to such transactions being carried out in the ordinary course of business and on an arm's length basis as per the details given below :

Sr. no.	Type of transaction (Existing)	Amount (Rs. in Crores)	Financial Year
1	Purchase and/or sale of goods or services and reimbursement of expenses	99.00	2026-27
2	Investment in Non-convertible redeemable Preference Shares	290.00	2026-27
	Type of transaction (Proposed)		
3	Investment in Securities in one or more tranches	600.00	2026-27 and/or 2027-28
4	Additional purchase and/or sale of goods or services and reimbursement of expenses	211.00	2026-27
	Total	**1200.00**	

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

By order of the Board of Directors

Sd/-
Bhavin Desai
Company Secretary
FCS 7952

Date: 3rd November, 2026
Place: Vadodara

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details of material facts relating to the Special Business to be transacted at this EGM, is annexed hereto.

2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), has allowed the Companies to conduct the Extraordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till further order, without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company.

3. Since this EGM is being held through VC/OAVM, pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include 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. who are allowed to attend the EGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) as the authorized agency for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

7. Pursuant to Section 101 of the Act read with the Rules made thereunder and in compliance with the aforesaid MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by Securities Exchange Board of India ("SEBI"), Notice of the EGM 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 of the EGM will also be available on the Company's website at www.gfl.co.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

8. The Shareholders desiring any information relating to the special business proposed to be passed or having any questions or wish to express their views are requested to write to the Company at bvdesai@gfl.co.in/bhavesh.jingar@gfl.co.in **at least seven days** before the date of the Extraordinary General Meeting (EGM) to enable the Management to keep the responses ready and provide them expeditiously at the EGM, as required.

9. The Body Corporates who intend to authorize representatives to participate and vote on their behalf in the Meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney to the Scrutinizer by e-mail to csneerajtrivedi@gmail.com and to the Company at bvdesai@gfl.co.in/bhavesh.jingar@gfl.co.in through its registered e-mail Address.

10. SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and subsequent Circulars issued in this regard, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) and Nomination details by holders of physical securities through Form ISR-1.

    In order to mitigate unintended challenges on account of freezing of folios, SEBI has, vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, done away with the provision regarding freezing of folios that have not registered their PAN, KYC and Nomination details.

    The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form.

11. Members may please note that SEBI has mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5, the format of which is available at SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

12. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination, he/she may submit the form in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding

shares in electronic form may approach their respective DPs for completing the nomination formalities.

13. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM during business hours. Members seeking to inspect such documents can send a request from their registered E-mail Id mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at bhavesh.jingar@gfl.co.in

14. The instructions for Members for Remote e-voting and joining the EGM are as under:

The remote e-voting period begins on **Thursday, 17th December, 2026 at 9:00 AM** and ends on **Monday, 21st December, 2026 at 5:00 PM.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **15th December, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **15th December, 2026**. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You

	will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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 & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DPs)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility 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 site after successful authentication, wherein you can see e-Voting feature. 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 Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities 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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
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, 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.
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 For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual 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. 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail 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 digits 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) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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) "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.co.in 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General 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.
6 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csneerajtrivedi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2 It is strongly recommended not to share your password with any other person and 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.

3 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: 022 – 4886 7000 and 022 – 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those Shareholders whose e-mail 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), (self-attested scanned copy of Aadhar Card) by e-mail to investor.helpdesk@in.mpms.mufg.com.

2 In case shares are held in demat mode, please provide DPID-CLID (16- digit DPID + CLID or 16 digits beneficiary ID), 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 bvdesai@gfl.co.in/bhavesh.jingar@gfl.co.in. If you are an Individual shareholder holding securities 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. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

3 In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the EGM are as under:

1 The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2 Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3 Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4 The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/EGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the EGM through VC/OAVM are as under:

1 Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" 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 the notice to avoid last minute rush.
2 Members are encouraged to join the Meeting through Laptops for better experience.
3 Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5 Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bvdesai@gfl.co.in/ bhavesh.jingar@gfl.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bvdesai@gfl.co.in/ bhavesh.jingar@gfl.co.in. These queries will be replied by the company suitably by email.

6 Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7 Only those Shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1

GFCL EV Products Limited ("GFCL EV") is a Material Subsidiary of the Company and a related party to the Company under Section 2 (76) of the Companies Act, 2013 ("Act") and in terms of Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of the Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

GFCL EV provides end-to-end integrated solutions across the battery value chain, offering products for electric vehicles (EVs), energy storage systems (ESS) and battery components. Considering GFCL EV's business plan as also its present business activities and the Capex and Operational fund requirements with respect to the future expansion, it is recommended to approve the following related party transaction(s) with GFCL EV including the existing transactions entered into on the basis of omnibus approval of the Audit Committee and/or Board all of which taken together will be considered as material related party transaction/s under the Listing Regulations:

Sr. no.	Type of transaction (Existing)	Amount (Rs. in Crores)	Financial Year
1	Purchase and/or sale of goods or services and reimbursement of expenses	99.00	2026-27
2	Investment in Non-convertible redeemable Preference Shares	290.00	2026-27
	Type of transaction (Proposed)		
3	Investment in Securities in one or more tranches	600.00	2026-27 and/or 2027-28
4	Additional purchase and/or sale of goods or services and reimbursement of expenses	211.00	2026-27
	Total	**1200.00**	

Further, the proposed transactions along with the existing transactions will exceed the ceiling limit of 10% of the Annual Consolidated Turnover of the Company as on 31st March, 2026 i.e. Rs. 499 Crores and hence, the proposed transactions approved by the Audit Committee and Board at their respective Meetings held on 3rd November, 2026 will be undertaken with the prior approval of the Shareholders of the Company as per the statutory requirements prescribed under Regulation 23 of the Listing Regulations and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014.

Further, the proposed Investment in the securities of GFCL EV is within the ceiling limit prescribed under Section 186 of the Companies Act, 2013.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated 30th January, 2026, as amended ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are given below:

Minimum information to be provided to the Shareholders for approval of Material RPTs:

Sl. No.	Particulars of the information	Information
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is annexed as Annexure-I.
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Considering GFCL EV's business plan as also its present business activities and the Capex and Operational fund requirements with respect to the future expansion.
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and Chief Financial Officer, as required under the RPT Industry Standards.
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Material Related Party Transaction(s) with GFCL EV have been approved by the Audit Committee. The Board of Directors recommends the proposed transactions to the Shareholders for approval.
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not applicable
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not applicable
(g)	Any other information that may be relevant	The proposed investment in the Securities of GFCL EV is within the ceiling limit as prescribed under Section 186 of the Companies Act, 2013.

Annexure-I

Minimum information provided to the Audit Committee for approval of Related Party Transactions as per RPT Industry Standards:

Sl. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT, applicable to all RPTs		
A(1) Basic details of the related party		
1.	Name of the related party	GFCL EV Products Limited (GFCL EV)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing and trading of battery chemicals.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity / subsidiary and the related party – including nature of its concern (financial or otherwise) and the following:	GFCL EV is Subsidiary of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether	96.14%

<table>
<tr><td></td><td>direct or indirect, in the related party.</td><td></td></tr>
<tr><td></td><td>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not applicable</td></tr>
<tr><td></td><td>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not applicable</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><th>Nature of transactions for FY 2025-26</th><th>Amount (Rs. Crores)</th></tr><tr><td>Purchase and/or Sale of goods and services and reimbursement of expenses</td><td>211.80</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought.</td><td><table><tr><th>Nature of transactions for the period up to 30th September, 2026</th><th>Amount (Rs. Crores)</th></tr><tr><td>Purchase and /or Sale of goods and services and reimbursement of expenses and investment in securities</td><td>389.00</td></tr></table></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for the approval in the meeting of the Audit committee / shareholders.</td><td>Estimated value of the proposed transactions for
<table><tr><th>Sr. no.</th><th>Type</th><th>Amount (Rs in Crores)</th><th>Financial Year</th></tr><tr><td>1</td><td>Investment in securities in one or more trances</td><td>600.00</td><td>2026-27 and 2027-28</td></tr><tr><td>2</td><td>Additional purchase and/or sale of goods or services and reimbursement of expenses</td><td>211.00</td><td>2026-27</td></tr></table>
The proposed investment in the securities of GFCL EV is within the ceiling limit prescribed under Section 186 of the Companies Act, 2013.</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>16.23% of annual consolidated turnover of the Company for FY 2025-26.</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
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<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>2,462.05% of annual consolidated turnover of GFCL EV for FY 2025-26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars for FY 2025-26</th><th>Amount (Rs. in Crores)</th></tr><tr><td>Turnover</td><td>32.94</td></tr><tr><td>Profit After Tax</td><td>(98.54)</td></tr><tr><td>Net worth</td><td>1,457.50</td></tr></table></td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td rowspan="2">Investment in Securities in one or more tranches and additional purchase and/or sale of goods or services and reimbursement of expenses.</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Approval of the Members is being sought for additional Purchase and/or Sale of goods or services and reimbursement of expenses up to Rs. 211 Crores in FY 2026-27 along with the proposed Investment in Securities up to Rs. 600 Crores in one or more tranches in FY 2026-27 and FY 2027-28.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>Sr. no.</th><th>Type</th><th>Amount (Rs in Crores)</th><th>Financial Year</th></tr><tr><td>1</td><td>Investment in securities in one or more tranches</td><td>600.00</td><td>2026-27 and 2027-28</td></tr><tr><td>2</td><td>Additional purchase and/or sale of goods or services and reimbursement of expenses</td><td>211.00</td><td>2026-27</td></tr></table>
The actual amount and timing of the transaction(s) will depend on the Company's business requirements.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>GFCL EV provides end-to-end integrated solutions across the battery value chain, offering products for electric vehicles (EVs), energy storage systems (ESS) and battery components. Considering GFCL EV's business plan as also its present business activities and the Capex and Operational fund requirements with respect to the future expansion.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
a. Name of the director / KMP
b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td>Interested Directors/KMP details;
1. Mr. Vivek Jain is Chairman and Managing Director of both these Companies.
2. Dr. Bir Kapoor, Deputy Managing Director of the Company is also Director of GFCL EV.
3. Mr. Manoj Agrawal, Chief Financial officer
4. Mr. Bhavin Desai, Company Secretary

Shareholding:
1. Mr. Vivek Jain, Directly and Indirectly, holding 30.94% Shareholding in GFCL EV.
2. Dr. Bir Kapoor, Directly or indirectly holding Nil Shareholding in GFCL EV.</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>The proposed investment in the Securities of GFCL EV is well within the limits prescribed under Section 186 of the Companies Act, 2013.</td></tr>
<tr><td colspan="3">Part B: Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.</td></tr>
<tr><td colspan="3">B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
</table>

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Proposed transaction(s) will be undertaken to facilitate operational requirement of GFCL EV, for which Bids were not invited and the pricing and commercial terms are determined on an arm's length basis with reference to applicable market benchmarks
2.	Basis of determination of price.	The pricing for the proposed transactions shall be determined on an arm's length basis, taking into consideration prevailing market rates, applicable pricing benchmarks and/or comparable quotations, wherever available.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	Amount of Trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(3) Transactions relating to investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not applicable
3.	Purpose for which funds shall be utilized by the investee company.	To meet the GFCL EV's business plan as also its present business activities and the Capex and Operational fund requirements with respect to the future expansion.
4.	Material terms of the proposed transaction	In compliance with the provisions of the Companies Act, 2013.
Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	None
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not applicable

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 1 whether the entity is a related party to the particular transaction or not.

Mr. Vivek Jain and Dr. Bir Kapoor and their relatives are interested in the resolution set out at Item No. 1.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

Based on the review and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

By order of the Board of Directors

Sd/-
Bhavin Desai
Company Secretary
FCS 7952

Date: 3rd November, 2026
Place: Vadodara