



Creating the right formula
for growth



GUJARAT
FLUOROchemicals
LIMITED



GROUP COMPANY

26th Annual Report 2012-13

Creating the right formula
for **growth**



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Gujarat Fluorochemicals Limited

GUJARAT FLUOROchemicals LIMITED

TWENTY-SIXTH ANNUAL GENERAL MEETING

Friday, the 23rd August, 2013

at 3.30 p.m.

at

Survey No. 16/3, 26 & 27

Ranjitnagar 389 380

Taluka Ghoghamba

District Panchmahal

Gujarat

Request to Shareholders

- Shareholders are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting as copies of the Report will not be distributed at the Meeting.
- Kindly send all your transfer deeds together with Share Certificates for transfer of Shares to our Registrar and Share Transfer Agents at the following address :

Link Intime India Private Limited
B-102 & 103,
Shangrila Complex, First Floor,
Near Radhakrishna Char Rasta,
Akota, Vadodara - 390 020
- Kindly notify change of your address and write only to the Registrar and Share Transfer Agents in respect of any matter connected with your Shares.

BOARD OF DIRECTORS

| | |
|------------------------|--|
| Shri D.K. Jain | <i>Director</i> |
| Shri Shailendra Swarup | <i>Director</i> |
| Shri Pavan Jain | <i>Director</i> |
| Shri Vivek Jain | <i>Managing Director</i> |
| Shri D.K. Sachdeva | <i>Whole-Time Director</i> |
| Shri J.S. Bedi | <i>Whole-Time Director</i> |
| Shri O.P. Lohia | <i>Director</i> |
| Dr. S. Rama Iyer | <i>Director</i> |
| Shri Deepak Asher | <i>Director and Group Head Corporate Finance</i> |
| Shri S.P. Jain | <i>Director</i> |

Audit Committee

Shri D.K. Jain
Shri S.P. Jain
Shri Shailendra Swarup

Company Secretary

Shri B.V. Desai

Auditors

M/s. Patankar & Associates
Chartered Accountants

Bankers

| | |
|----------------------------|------------------------|
| Canara Bank | ICICI Bank Limited |
| The Royal Bank of Scotland | HDFC Bank Limited |
| DBS Bank Ltd. | Citibank N.A. |
| BNP Paribas | Yes Bank Limited |
| Axis Bank Limited | ING Vysya Bank Limited |
| Societe Generale | |

Registered Office

Survey Number 16/3, 26 & 27,
Ranjitnagar 389 380
Taluka Ghoghamba,
District Panchmahal,
Gujarat.
Tel.: 02678-248 153

Corporate Office

ABS Towers, 2nd Floor,
Old Padra Road,
Vadodara 390 007,
Gujarat. 0265 - 6198111

PLANT LOCATION

Ranjitnagar Project

Survey No. 16/3, 26 & 27, Ranjitnagar 389 380, Taluka Ghoghamba, District Panchmahal, Gujarat - State

Dahej Project

Plot No. 12A, GIDC Dahej Industrial Estate, Taluka Vagra, District Bharuch, Gujarat - State

GUJARAT FLUOROchemicals LIMITED

NOTICE

NOTICE is hereby given to the Members of **Gujarat Fluorochemicals Limited** that the **Twenty-Sixth Annual General Meeting** of the Company will be held at the Registered Office of the Company at S/No. 16/3, 26 & 27, Ranjitnagar 389 380, Taluka Ghoghamba, District Panchmahal, Gujarat, on Friday, the 23rd August, 2013, at 03:30 pm, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date, the report of the Auditors thereon and the report of the Board of Directors for the said year.
2. To note payment of interim dividend and declare final dividend for the year ended 31st March, 2013.
3. To appoint a Director in place of Shri Pavan Kumar Jain who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Om Prakash Lohia who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including amendment thereto or re-enactment thereof (“Act”) read with Schedule XIII to Act, Shri Dinesh Kumar Sachdeva be re-appointed, as a Whole-time Director of the Company for a further period of one year commencing from 29th November, 2013 on such terms and conditions including remuneration as set out below, with the authority to the Board of Directors / Managing Director to grant increments within the range stated below:

Remuneration of upto Rs 50 lacs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Managing Director of the Company.

In addition to remuneration within the above range, Shri Dinesh Kumar Sachdeva would also be entitled to the Company car with driver, telephone facility, furnished Company owned or leased accommodation. Use of Car and telephone for the Company’s business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

However, the overall remuneration to Shri Dinesh Kumar Sachdeva shall not exceed the limits prescribed under Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



7. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including amendment thereto or re-enactment thereof ("Act") read with Schedule XIII to Act Shri Jitendra Singh Bedi be re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 1st December, 2013 on such terms and conditions including remuneration as set out below, with the authority to the Board of Directors / Managing Director to grant increments within the range stated below:

Remuneration of upto Rs 80 lacs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Managing Director of the Company.

In addition to remuneration within the above range, Shri Jitendra Singh Bedi would also be entitled to the Company car with driver, telephone facility, and insurance for self. Use of Car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961.

However, the overall remuneration to Shri Jitendra Singh Bedi shall not exceed the limits prescribed under Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors

Noida
30th May, 2013

DK JAIN
Director

Registered Office :

Survey No. 16/3, 26 & 27, Ranjitnagar 389 380
Taluka Ghoghamba,
District Panchmahal, Gujarat

Notes :

- A Member entitled to attend the Meeting and vote thereat is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a Member. Duly executed proxies must be registered with the Company not later than forty-eight hours before the scheduled time of the Meeting.
- The Register of Members and the Share Transfer Books of the Company will be closed from 19th August, 2013 to 23rd August, 2013 (both days inclusive).
- The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business as set out above is annexed hereto.
- Those Members who have not received interim dividend and / or final dividend for 2005-06 and / or 2006-07 and / or 2007-08 and / or 2008-09 and / or 2009-10 and/or 2010-11 and/or 2011-12 and/or 2012-13 declared and paid by the Company, are requested to write to our Registrar & Share Transfer Agents.
- Re-appointment of Directors:

Shri Pavan Kumar Jain and Shri Om Prakash Lohia retire by rotation and, being eligible offers themselves for re-appointment. Shri Dinesh Kumar Sachdeva and Shri Jitendra Singh Bedi to be re-appointed as Whole-time Directors of the Company

The information required to be provided under the Listing Agreement in respect of Director/s being re-appointed is given herein below:

| | |
|--------------------------------------|---|
| Name of Director | Shri Pavan Kumar Jain |
| Date of appointment on Board | 4 th February, 1987 |
| Date of Birth | 17 th May, 1957 |
| Expertise | Shri Pavan Kumar Jain is a Chemical Engineer from Indian Institute of Technology, New Delhi, with over 32 years of experience of handling several diverse businesses, of which the last twenty two have been as Managing Director of Inox Air Products Limited. Under his stewardship, Inox Air Products Limited has grown from a single plant business, to one of the largest players in the Industrial Gas business in the country. |
| Directorship held in other companies | <ol style="list-style-type: none"> 1. Inox Chemicals Private Limited 2. Inox India Limited 3. Siddhomal Investments Private Limited 4. Siddhomal Air Products Private Limited 5. Devansh Trading and Finance Private Limited 6. Sitashri Trading and Finance Private Limited. 7. Siddhapavan Trading and Finance Private Limited 8. Inox Leasing and Finance Limited 9. Devansh Gases Private Limited 10. Inox Leisure Limited 11. Rajni Farms Private Limited 12. Inox Air Products Limited 13. Inox Infrastructure Limited 14. Inox International Private Limited 15. Inox Renewables Limited 16. GFL Singapore Pte Limited |
| Committee Memberships | <ol style="list-style-type: none"> 1. Gujarat Fluorochemicals Limited <ul style="list-style-type: none"> • Share Transfer and Investors Grievance Committee 2. Inox India Limited <ul style="list-style-type: none"> • Audit Committee • Share Transfer Committee 3. Inox Leasing and Finance Limited <ul style="list-style-type: none"> • Share Transfer Committee 4. Inox Air Products Limited <ul style="list-style-type: none"> • Share Transfer Committee • Audit Committee • Operations Committee of Board of Directors 5. Inox Leisure Limited <ul style="list-style-type: none"> • Share Transfer and Investors Grievance Committee |
| No of shares held in the Company | 20100 Shares |

| | |
|--------------------------------------|---|
| Name of Director | Shri Om Prakash Lohia |
| Date of appointment on Board | 31 st October, 2006 |
| Date of Birth | 26 th May, 1949 |
| Expertise | Shri Om Prakash Lohia is Chairman and Managing Director of Indo Rama Synthetics (India) Limited. He is a commerce graduate from Kolkata University and after graduation, joined the family textile business, which gave him management exposure in all disciplines of business management. Shri Om Prakash Lohia has been awarded Udyog Ratna award by the Madhya Pradesh Government in 2005. |
| Directorship held in other companies | <ol style="list-style-type: none"> 1. Indo Rama Synthetics (India) Limited 2. Lohia Industries Private Limited 3. Indo Rama Retail Holdings Private Limited 4. Maharashtra Airport Development Company Limited |
| Committee Memberships | <ol style="list-style-type: none"> 1. Federation of Indian Chambers of Commerce and Industries <ul style="list-style-type: none"> • Executive Committee |
| No of shares held in the Company | 0 |
| | |
| Name of Director | Shri Dinesh Kumar Sachdeva |
| Date of appointment on Board | 29 th November 1996 |
| Date of Birth | 12 th December 1944 |
| Expertise | Shri Dinesh Kumar Sachdeva is B.Tech (Chemical Engineering) from the Indian Institute of Technology, Kharagpur and has over 41 years of experience in the technical field of various chemical / process plants. |
| Directorship held in other companies | Nil |
| Committee Memberships | Nil |
| No of shares held in the Company | 0 |
| | |
| Name of Director | Shri Jitendra Singh Bedi |
| Date of appointment on Board | 31 st October 2006 |
| Date of Birth | 13 th August 1953 |
| Expertise | Shri Jitendra Singh Bedi is a Chemical Engineer and has over 35 years of experience in the technical field of various chemical / process plants. |
| Directorship held in other companies | NIL |
| Committee Memberships | NIL |
| No of shares held in the Company | 0 |

- f) The Ministry of Corporate Affairs (MCA) has issued Circulars No. 17/2011 dated 21.04.2011 and No. 18/2011 dated 29.04.2011, propagating "Green Initiative", by allowing paperless compliances by serving documents through electronic mode (e-mail). With a view to lend a strong support to this environment friendly initiative of the Government of India, Annual Reports for Financial Year 2012 of your Company has been sent via Electronic Mode (E-mail) to the Members whose E-mail ID was made available to us by the Depositories Participants. We are sure that the Members would also like to support this excellent initiative of the Government of India. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No 6

At the Twenty-Fifth Annual General Meeting of the Company, the Members had re-appointed Shri Dinesh Kumar Sachdeva as a Whole-Time Director of the Company for a period of one year from 29th November, 2012 to 28th November, 2013. It is desirable that the Company should continue to avail his services as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The Directors commend that the proposed Resolution be approved.

None of the Directors of the Company is concerned or interested in the proposed Resolution except Shri Dinesh Kumar Sachdeva to the extent of his re-appointment as a Whole-Time Director of the Company.

Item No. 7

At the Twenty-Fifth Annual General Meeting of the Company, the Members had re-appointed Shri Jitendra Singh Bedi as a Whole-Time Director of the Company for a period of one year from 1st December, 2012 to 30th November, 2013. It is desirable that the Company should continue to avail his services as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The Directors commend that the proposed Resolution be approved.

None of the Directors of the Company is concerned or interested in the proposed Resolution except Shri JS Bedi to the extent of his re-appointment as a Whole-Time Director of the Company.

By Order of the Board of Directors

Noida
30th May, 2013

DK JAIN
Director

Registered Office :

Survey No. 16/3, 26 & 27, Ranjitnagar 389 380
Taluka Ghoghamba,
District Panchmahal, Gujarat

DIRECTORS' REPORT

To the Members of

GUJARAT FLUOROCHEMICALS LIMITED

Your Directors take pleasure in presenting to you their Twenty-Sixth Annual Report for the year ended 31st March, 2013.

1. FINANCIAL RESULTS

Following are the working results for the year 2012-2013:

(Rs. in Lacs)

Continuing Operations

| | | |
|---|--------|--------|
| Net Sales / Income from Operations | 159090 | 206556 |
| Other operating Income | 518 | 344 |
| Total Income from Operations | 159608 | 206900 |
| Less: Total Expenses | 99019 | 106835 |
| Profit from operations before other income and finance cost and exceptional items | 60589 | 100065 |
| Add: Other Income | 5690 | 5764 |

Less: Finance Cost

Profit from ordinary activities after finance cost but before exceptional items

Profit from ordinary activity before Taxation

Provision for Taxation

Profit for the year from Ordinary Activity

Discontinuing Operations

| | | |
|----------------------------|----|---------|
| Profit / (Loss) before Tax | 65 | (34927) |
| Tax Expense | 21 | (2787) |
| Net Profit / (Loss) | 44 | (32140) |

Net Profit / (Loss) for the year

Profit brought forward from earlier year

Profit available for appropriations

Appropriations

| | | |
|---|-------|-------|
| Transferred to General Reserves | 35000 | 38500 |
| Interim Dividend | 1648 | 2197 |
| Proposed Dividend subject to approval of the Shareholders | 2197 | 1648 |
| Tax on Dividend | 640 | 624 |
| Balance Carried forward to Balance Sheet | 723 | 374 |

| 2012-2013 | 2011-2012 |
|-----------|-----------|
| 159090 | 206556 |
| 518 | 344 |
| 159608 | 206900 |
| 99019 | 106835 |
| 60589 | 100065 |
| 5690 | 5764 |
| 66279 | 105829 |
| 6895 | 5713 |
| 59384 | 100116 |
| 59384 | 100116 |
| 19594 | 24816 |
| 39790 | 75300 |
| 65 | (34927) |
| 21 | (2787) |
| 44 | (32140) |
| 39834 | 43160 |
| 374 | 183 |
| 40208 | 43343 |
| 35000 | 38500 |
| 1648 | 2197 |
| 2197 | 1648 |
| 640 | 624 |
| 723 | 374 |
| 40208 | 43343 |

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. PTFE / Chemicals Business

Industry structure and developments

Total global PTFE market is around 1,50,000 TPA, of which 60% is granular and 40% is dispersion and aqueous grades. The market is growing at a CAGR of 3-4%. Demand is expected to get a boost due to increased usage in the architectural and household applications. In terms of supply, the industry is dominated by two kinds of players – long time, high quality big players from developed countries, who command around 50% market share, and new players from developing countries who have around 50% market share.