

GMM/SEC/2022-23/17

June 27, 2022

To,
BSE Ltd
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Mumbai – 400 001

NSE Ltd
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 505255

Symbol: GMMPFAUDLR

Sub.: Voting results of the Postal Ballot

Ref.: Letter bearing Ref. No.: GMM/SEC/2022-23/12 dated May 26, 2022 regarding Postal Ballot Notice

Dear Sir/ Madam,

Further to our above referred letter, please find enclosed herewith the 'Voting results and Scrutinizer's Report' for the Postal Ballot Notice dated May 25, 2022, seeking approval of the Members of the Company on the following resolutions:

Sr. No.	Description of Resolutions	Type of Resolution
1	Appointment of Mr. Prakash Apte (DIN: 00196106) as an Independent Director of the Company	Special Resolution
2	Increase in Authorised Share Capital and consequential alteration to the Capital Clause of Memorandum of Association	Ordinary Resolution
3	Issue of Bonus Shares	Ordinary Resolution

Please note that the above said resolutions have been approved by Members of the Company with requisite majority on June 26, 2022, being the last date of voting.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company i.e. www.gmmpfaudler.com.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For GMM Pfaudler Ltd



Mittal Mehta

Company Secretary & Compliance Officer

FCS No.: 7848

Encl.: As above

GMM Pfaudler Ltd.

Corporate Office: 902 VIOS Tower, New Cuffe Parade, Sewri - Chembur Rd, Mumbai - 400037

Registered Office & Works: Vithal Udyog Nagar, Anand - Sojitra Road, Karamsad - 388325

O: +91 22 6650 3900 | F: +91 2692 661888 | CIN: L29199GJ1962PLC001171

W: www.gmmpfaudler.com | E: sales@gmmpfaudler.com

GMM Pfaudler Limited

Date of Postal Ballot Notice	May 25, 2022
Total number of shareholders on record date (cut-off date):	86,340
Start Date for e-voting	May 27, 2022
End Date for e-voting	June 26, 2022
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group	
Public	
No. of shareholders attended the meeting through Video Conferencing:	N.A.
Promoters and Promoter Group	
Public	

GMM Pfaudler Limited

Resolution Required : (Special)			1 - To appoint Mr. Prakash Apte (DIN: 00196106) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	80,32,065	78,65,070	97.92	78,65,070	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		78,65,070	97.92	78,65,070	-	100.00	-
Public: Institutions	E-Voting	26,33,857	18,52,718	70.34	18,52,718	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		18,52,718	70.34	18,52,718	-	100.00	-
Public: Non Institutions	E-Voting	39,51,578	25,699	0.65	25,697	2	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,699	0.65	25,697	2	99.99	0.01
Total		1,46,17,500	97,43,487	66.66	97,43,485	2	100.00	0.00

GMM Pfaudler Limited

Resolution Required : (Ordinary)			2 - Increase in Authorised Share Capital and consequential alteration to the Capital Clause of Memorandum of Association					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	80,32,065	78,65,070	97.92	78,65,070	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		78,65,070	97.92	78,65,070	-	100.00	-
Public: Institutions	E-Voting	26,33,857	18,52,718	70.34	17,05,998	1,46,720	92.08	7.92
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		18,52,718	70.34	17,05,998	1,46,720	92.08	7.92
Public: Non Institutions	E-Voting	39,51,578	25,699	0.65	25,523	176	99.32	0.68
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,699	0.65	25,523	176	99.32	0.68
Total		1,46,17,500	97,43,487	66.66	95,96,591	1,46,896	98.49	1.51

GMM Pfaudler Limited

Resolution Required : (Ordinary)		3 - Issue of Bonus Shares						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	80,32,065	78,65,070	97.92	78,65,070	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		78,65,070	97.92	78,65,070	-	100.00	-
Public: Institutions	E-Voting	26,33,857	18,52,718	70.34	17,05,998	1,46,720	92.08	7.92
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		18,52,718	70.34	17,05,998	1,46,720	92.08	7.92
Public: Non Institutions	E-Voting	39,51,578	25,699	0.65	25,699	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,699	0.65	25,699	-	100.00	-
Total		1,46,17,500	97,43,487	66.66	95,96,767	1,46,720	98.49	1.51

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

June 27, 2022

To
The Chairman
GMM PFAUDLER LIMITED
Vithal Udyognagar, Anand – Sojitra Road,
Karamsad, Gujarat – 388325.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

GMM Pfaudler Limited ('the Company') has vide resolution passed by its Board of Directors at their meeting held on May 25, 2022, appointed the undersigned as the Scrutinizer, to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated May 25, 2022 is conducted in the manner prescribed under Section 108 & Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and other applicable provisions of the Act, Secretarial Standard on General Meeting (SS-2), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular No.: 14/2020 dated April 08, 2020, the General Circular No.: 17/2020 dated April 13, 2020, the General Circular No.: 22/2020 dated June 15, 2020, the General Circular No.: 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 2/2022 dated May 05, 2022 along with such other applicable circulars issued by Ministry of Corporate Affairs, Government of India ("MCA Circulars") & SEBI Circular dated May 13, 2022 bearing Ref. No: SEBI/HO/DDHS/P/CIR/2022/0063 read with Circular dated January 15, 2021 bearing Ref. No: SEBI/HO/CFD/ CMD2/CIR/P/2021/11, Circular dated May 12, 2020 bearing Ref. No.: SEBI/HO/CFD/CMD1/ CIR/P/2020/79, and any other laws and regulations.

As required under Section 110 read with Rule 22 of the Rules of Chapter VII of the Act, a Notice of Postal Ballot dated May 25, 2022 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 were circulated to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and Rules made thereunder on the **following resolutions**:

1. **Resolution No. 1** as a Special Resolution for appointment of Mr. Prakesh Apte (DIN: 00196106) as an Independent Director of the Company;



2. **Resolution No. 2** as an Ordinary Resolution for increase in Authorised Share Capital and consequential alteration to the Capital Clause of Memorandum of Association;
3. **Resolution No. 3** as an Ordinary Resolution for Issue of Bonus Shares.

The Company has availed the electronic voting platform of Link Intime India Private Limited, the Company's registrar and share transfer agent, for providing remote e-voting facility to the shareholders of the Company to vote on the resolutions proposed vide Postal Ballot Notice dated May 25, 2022.

The e-voting process commenced on Friday, May 27, 2022 at 09:00 a.m. IST and concluded on Sunday, June 26, 2022 at 05:00 p.m. IST. Accordingly, the shareholders who cast their vote upto 5.00 P.M. IST on Sunday, June 26, 2022 have been considered for my scrutiny.

A summary of voting through remote e-voting with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**JAYESH SHAH
PARTNER
M. No. F5637
COP No. 2535
UDIN: F005637D000534000
P. R. NO. 668/2020**



**COUNTERSIGNED BY
FOR GMM PFAUDLER LIMITED**



**MITTAL K MEHTA
COMPANY SECRETARY
MEMBERSHIP NO. F7848**

ANNEXURE

Resolution No. 1 as a Special Resolution for appointment of Mr. Prakesh Apte (DIN: 00196106) as an Independent Director of the Company for a continuous period of five years from May 25, 2022 to May 24, 2027 (both days inclusive).

Sr. No	Particulars	No. of Remote e-voting confirmation	No. of Shares voted
a.	Remote e-voting confirmations received	204	99,51,606
b.	Less: Invalid Remote e-voting confirmations	7	2,08,119
c.	Valid Remote e-voting confirmations	197	97,43,487
(i)	Remote e-voting confirmations with assent for the Resolution	195	97,43,485
Percentage (%) of Assent			100.00%*
(ii)	Remote e-voting confirmation with dissent for the Resolution	2	2
Percentage (%) of Dissent			0.00%*

* Decimals more than two have been rounded off



Resolution No. 2 as an Ordinary Resolution for increase in Authorised Share Capital to INR 10,00,00,000 (Rupees Ten Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of INR 2/- (Rupees Two only) each by creation of additional 5,00,00,000 (Five Crore) Equity Shares of INR 2/- (Rupees Two only) each and consequential alteration to the Capital Clause of Memorandum of Association.

Sr. No.	Particulars	No. of Remote e-voting confirmation	No. of Shares voted
a.	Remote e-voting confirmations received	204	99,51,606
b.	Less: Invalid Remote e-voting confirmations	7	2,08,119
c.	Valid Remote e-voting confirmations	197	97,43,487
(i)	Remote e-voting confirmations with assent for the Resolution [^]	185	95,96,591
	Percentage (%) of Assent		98.49%*
(ii)	Remote e-voting confirmation with dissent for the Resolution	13	1,46,896
	Percentage (%) of Dissent		1.51%*

**Decimals more than two have been rounded off*

[^] No. of valid remote e-voting confirmations in Sr. No. (c) contains a shareholder who has accorded his consent as well dissent to the resolution.



Resolution No. 3 as an Ordinary Resolution for Issue of Bonus Shares to existing equity shareholders of the Company whose names have been registered on the Record Date to be decided by the Board of Directors.

Sr. No.	Particulars	No. of Remote e-voting confirmation	No. of Shares voted
a.	Remote e-voting confirmations received	204	99,51,606
b.	Less: Invalid Remote e-voting confirmations	7	2,08,119
c.	Valid Remote e-voting confirmations	197	97,43,487
(i)	Remote e-voting confirmations with assent for the Resolution [^]	188	95,96,767
	Percentage (%) of Assent		98.49%*
(ii)	Remote e-voting confirmation with dissent for the Resolution	10	1,46,720
	Percentage (%) of Dissent		1.51%*

* Decimals more than two have been rounded off

[^] No. of valid remote e-voting confirmations in Sr. No. (c) contains a shareholder who has accorded his consent as well dissent to the resolution.

