

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: GMPFAUDLR**

Sub.: Scrutinizer's Report and Declaration of voting results of the 59th Annual General Meeting as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

This is further to our letter dated September 20, 2022 bearing Ref. No.: GMM/SEC/2022-23/46, regarding the proceedings of the 59th Annual General Meeting ("AGM") of GMM Pfaudler Limited ("the Company") convened on September 19, 2022 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at 12:00 noon (IST) to seek approval of Members of the Company on the resolutions mentioned in the notice of the said AGM.

In that regard, please note that the scrutinizer has submitted his report on the e-voting, a copy of which is enclosed hereto. The summary of the voting results is as under:

Resolution No.	Particulars	% Votes in Favour	% Votes Against	Passed as
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 (including Consolidated Financial Statements) together with the reports of the Board of Directors and auditors thereon	100.00	0.00	Ordinary Resolution
2	To confirm the declaration and payment of three interim dividends paid during the financial year ended March 31, 2022 and to declare final dividend for the financial year ended March 31, 2022	100.00	0.00	Ordinary Resolution
3	To appoint a Director in place of Mr. Harsh Gupta (DIN 02434051), who retires by rotation and being eligible, offers himself for re-appointment	98.17	1.83	Ordinary Resolution

GMM Pfaudler Ltd.

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

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

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

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



Resolution No.	Particulars	% Votes in Favour	% Votes Against	Passed as
4	To ratify the payment of remuneration to the Cost Auditors of the Company for the financial year ending March 31, 2023	99.96	0.04	Ordinary Resolution

In that regard, we wish to inform you that the above said Resolutions have been passed by the Members of the Company with requisite majority.

Further, in accordance with the provisions of Regulation 44 of the SEBI Regulations, please find enclosed the details of voting results in the prescribed format.

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

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **GMM Pfaudler Limited**

MITTAL
KARTIK
MEHTA

Digitally signed by
MITTAL KARTIK MEHTA
Date: 2022.09.21
12:17:37 +05'30'

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
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GMM Pfaudler Limited

Date of Meeting	19-Sep-22
Total number of shareholders on record date (cut-off date):	101,165
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:	35
Promoters and Promoter Group	10
Public	25

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 (including Consolidated Financial Statements) together with the reports of the Board of Directors and auditors thereon						
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	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group	E-Voting	24096195	23595210	97.9209	23595210	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		23595210	97.9209	23595210	0	100.0000	0.0000	0
Public Institutions	E-Voting	7825980	4474690	57.1774	4474690	0	100.0000	0.0000	957152
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4474690	57.1774	4474690	0	100.0000	0.0000	957152
Public Non Institutions	E-Voting	11930325	4344	0.0364	4344	0	100.0000	0.0000	3284
	Poll		549	0.0046	549	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4893	0.0410	4893	0	100.0000	0.0000	3284
Total		43852500	28074793	64.0210	28074793	0	100.0000	0.0000	960436





GMM Pfaudler Limited

GMM Pfaudler Limited									
Resolution Required : (Ordinary)			2 - To confirm the declaration and payment of three interim dividends paid during the financial year ended March 31, 2022 and to declare final dividend for the financial year ended March 31, 2022						
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24096195	23595210	97.9209	23595210	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		23595210	97.9209	23595210	0	100.0000	0.0000	0
Public Institutions	E-Voting	7825980	4474690	57.1774	4474690	0	100.0000	0.0000	957152
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4474690	57.1774	4474690	0	100.0000	0.0000	957152
Public Non Institutions	E-Voting	11930325	4344	0.0364	4341	3	99.9309	0.0691	3284
	Poll		549	0.0046	549	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4893	0.0410	4890	3	99.9387	0.0613	3284
Total		43852500	28074793	64.0210	28074790	3	100.0000	0.0000	960436





GMM Pfaudler Limited

GMM Pfaudler Limited									
Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Harsh Gupta (DIN 02434051), who retires by rotation and being eligible, offers himself for re-appointment						
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24096195	23595210	97.9209	23595210	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		23595210	97.9209	23595210	0	100.0000	0.0000	0
Public Institutions	E-Voting	7825980	4474690	57.1774	3961610	513080	88.5337	11.4663	957152
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4474690	57.1774	3961610	513080	88.5337	11.4663	957152
Public Non Institutions	E-Voting	11930325	4344	0.0364	4333	11	99.7468	0.2532	3284
	Poll		549	0.0046	549	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4893	0.0410	4882	11	99.7752	0.2248	3284
Total		43852500	28074793	64.0210	27561702	513091	98.1724	1.8276	960436





GMM Pfaudler Limited

GMM Pfaudler Limited									
Resolution Required : (Ordinary)			4 - To ratify the payment of remuneration to the Cost Auditors of the Company for the financial year ending March 31, 2023						
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24096195	23595210	97.9209	23595210	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		23595210	97.9209	23595210	0	100.0000	0.0000	0
Public Institutions	E-Voting	7825980	4474690	57.1774	4463143	11547	99.7419	0.2581	957152
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4474690	57.1774	4463143	11547	99.7419	0.2581	957152
Public Non Institutions	E-Voting	11930325	4344	0.0364	4338	6	99.8619	0.1381	3284
	Poll		549	0.0046	549	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4893	0.0410	4887	6	99.8774	0.1226	3284
Total		43852500	28074793	64.0210	28063240	11553	99.9588	0.0412	960436



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

September 20, 2022

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

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting at 59th Annual General Meeting ('AGM') of the Members of GMM Pfaudler Limited held on September 19, 2022

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 remote e-voting and e-voting at AGM on the resolutions contained in the Notice dated August 4, 2022 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue and in compliance with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 13, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 2/2022 dated May 5, 2022 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") along with Circulars issued by SEBI ("SEBI Circulars") dated May 13, 2022 bearing No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 read with Circular dated January 15, 2021 bearing No.: SEBI/HO/CFD/CMD2/CIR/P/2021/11. The Company had provided e-voting facility at the AGM for those Members who did not cast their votes through remote e-voting facility prior to the AGM.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the Circulars issued by the MCA and the applicable regulations of the SEBI Listing Regulations, 2015, relating to remote e-voting and e-voting at AGM on the resolutions contained in the aforesaid Notice of the AGM of the Members of the Company.

Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting prior to the AGM and e-voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting and e-voting system at the AGM as per the facility provided by Link Intime India Private Limited, the agency engaged by the Company to provide remote e-voting facility prior to AGM and e-voting facility at the AGM.

As required under Section 101 of the Act and as per the above referred circulars issued by MCA and SEBI, a Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by electronic means.

Following resolutions were proposed for approval by remote e-voting and e-voting at the AGM by the Members of the Company:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of:
 - a. Audited Standalone Financial Statements for the financial year ended March 31, 2022, comprising of Balance Sheet as at March 31, 2022, Statement of Profit & Loss Account and Cash Flow including schedules and notes thereon together with the Reports of the Board of Directors and Auditors thereon;
 - b. Audited Consolidated Financial Statements for the financial year ended March 31, 2022, comprising of consolidated Balance Sheet as at March 31, 2022, consolidated statement of Profit & Loss Account and Cash Flow including schedules and notes thereon together with the Reports of the Auditors thereon;



2. **Resolution No. 2** as an Ordinary Resolution for:
 - a. Confirmation of payment of three interim dividends paid during the financial year ended March 31, 2022;
 - b. Declaration of final dividend for the financial year ended March 31, 2022.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Harsh Gupta (DIN: 02434051), as Director of the Company, who retires by rotation and being eligible offered himself for re-appointment.
4. **Resolution No. 4** as an Ordinary Resolution for ratification of payment of remuneration to M/s. Dalwadi & Associates (Firm Registration No.000338), Cost Auditors of the Company for the financial year ended March 31, 2023.

The Company provided remote e-voting facility to the Members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the AGM to those members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to Members of the Company to cast their votes from 9.00 a.m. of Wednesday, September 14, 2022 which ended on Sunday, September 18, 2022 at 5.00 p.m. Accordingly, votes casted through remote e-voting upto 5.00 p.m. of September 18, 2022 and votes casted through e-voting at the AGM have been considered for my scrutiny.

After conclusion of AGM, the voting through remote e-voting prior to AGM and e-voting at the AGM were unlocked. In case of Members who cast votes through remote e-voting as well as e-voting at the AGM, the voting through remote e-voting of such Members was treated as valid. A summary of the votes cast by Members through remote e-voting prior to AGM and e-voting at the 59th AGM with their pattern of voting is as per Annexure attached to this Report.



The results of the voting by Members through remote e-voting prior to AGM and e-voting at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



JAYESH SHAH
PARTNER

M. No. F 5637

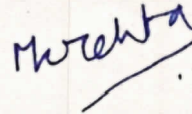
COP No. 2535

UDIN: F005637D001001346

P.R. No. 668/2020



COUNTERSIGNED BY
FOR GMM PFAUDLER LIMITED



MITTAL K MEHTA
COMPANY SECRETARY
M. No.: F7848



Annexure

Resolution No. 1 as an Ordinary Resolution for adoption of:

- a. Audited Standalone Financial Statements for the financial year ended March 31, 2022, comprising of Balance Sheet as at March 31, 2022, Statement of Profit & Loss Account and Cash Flow including schedules and notes thereon together with the Reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements for the financial year ended March 31, 2022, comprising of consolidated Balance Sheet as at March 31, 2022, consolidated statement of Profit & Loss Account and Cash Flow including schedules and notes thereon together with the Reports of the Auditors thereon.

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	4	549
b.	Votes cast through remote e-voting	140	2,90,34,680
	Total	144	2,90,35,229
c.	Less: Invalid voting	13	9,60,436
d.	Net Valid Voting	131	2,80,74,793
	(i) Voting with assent for the Resolution	131	2,80,74,793
	Percentage (%) of Assent		100.00
	(ii) Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent		0.00



Resolution No. 2 as an Ordinary Resolution for confirmation of declaration and payment of three interim dividends paid during the financial year ended March 31, 2022 and declaration of final dividend for the financial year ended March 31, 2022.

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	4	549
b.	Votes cast through remote e-voting	140	2,90,34,680
	Total	144	2,90,35,229
c.	Less: Invalid voting	13	9,60,436
d.	Net Valid Voting	131	2,80,74,793
(i)	Voting with assent for the Resolution	130	2,80,74,790
	Percentage (%) of Assent*		100.00
(ii)	Voting with dissent for the Resolution	1	3
	Percentage (%) of Dissent*		0.00

*Decimals more than two have been rounded off.

Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Harsh Gupta (DIN: 02434051), as Director of the Company, who retires by rotation and being eligible offered himself for re-appointment.

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	4	549
b.	Votes cast through remote e-voting	140	2,90,34,680
	Total	144	2,90,35,229
c.	Less: Invalid voting	13	9,60,436
d.	Net Valid Voting[^]	131	2,80,74,793
(i)	Voting with assent for the Resolution	114	2,75,61,702
	Percentage (%) of Assent*		98.17
(ii)	Voting with dissent for the Resolution	19	513,091
	Percentage (%) of Dissent*		1.83

*Decimals more than two have been rounded off.

[^]No. of valid e-voting confirmations in Sr. No. (d) contains Members who have accorded in assent as well as dissent to the resolution.



Resolution No. 4 as an Ordinary Resolution for ratification of payment of remuneration to M/s. Dalwadi & Associates (Firm Registration No.000338), Cost Auditors of the Company for the financial year ended March 31, 2023.

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	4	549
b.	Votes cast through remote e-voting	140	2,90,34,680
	Total	144	2,90,35,229
c.	Less: Invalid voting	13	960,436
d.	Net Valid Voting	131	2,80,74,793
(i)	Voting with assent for the Resolution	129	2,80,63,240
	Percentage (%) of Assent*		99.96
(ii)	Voting with dissent for the Resolution	2	11,553
	Percentage (%) of Dissent*		0.04

*Decimals more than two have been rounded off.

