

GMM/SEC/2022-23/12

May 26, 2022

**BSE Ltd**

Phiroze Jeejeebhoy Towers,  
1<sup>st</sup> Floor, Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 505255**

**National Stock Exchange of India Ltd**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Symbol: GMPFAUDLR**

**Sub.: Postal Ballot Notice**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with reference to our letter dated May 25, 2022, please find enclosed herewith the Postal Ballot Notice dated May 25, 2022, along with the Explanatory Statement (“Notice”) for seeking approval of Members of the Company through remote e-voting, on the following matters:

Sr. No.	Description of Resolution	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

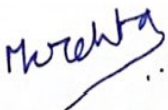
In accordance with the applicable laws, the Notice is being sent electronically to all the Members whose name appears in the Register of Members/ List of Beneficial Owners and whose e-mails addresses are registered with the Company/ Link Intime India Pvt Ltd (“RTA”)/ Depositories as on Friday, May 20, 2022 (“cut-off date”). The same is also being made available on the website of the Company at [www.gmmpfaudler.com](http://www.gmmpfaudler.com) and the Company’s RTA at <https://instavote.linkintime.co.in/>

The remote e-voting period shall commence on Friday, May 27, 2022 at 09:00 a.m. (IST) and conclude on Sunday, June 26, 2022 at 05:00 p.m. (IST). The results of the remote e-voting shall be declared on or before i.e. Tuesday, June 28, 2022.

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 Udyognagar, Anand - Sojitra Road, Karamsad - 388325  
O: +91 22 6650 3900 | F: +91 2692 661888 | CIN: L29199GJ1962PLC001171  
W: [www.gmmpfaudler.com](http://www.gmmpfaudler.com) | E: [sales@gmmpfaudler.com](mailto:sales@gmmpfaudler.com)

## GMM PFAUDLER LTD

CIN: L29199GJ1962PLC001171

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

**Email:** [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com); **website:** [www.gmmpfaudler.com](http://www.gmmpfaudler.com)

**Tel:** +91 2692 661700/ 230416/ 230516; **Fax:** +91 2692 661888/ 661999

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 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 MCA (hereinafter referred to as “MCA Circulars”), SEBI Circular dated May 13, 2022 and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the Members of GMM Pfaudler Ltd (“Company”) by passing resolutions through postal ballot only through remote e-voting.

The proposed resolutions and the explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board at its meeting held on May 25, 2022, appointed Mr. Jayesh M. Shah (Membership No. FCS 5637), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai, as the scrutinizer (“Scrutinizer”) for ensuring the remote e-voting process be carried out in a fair and transparent manner.

In accordance with the MCA Circulars, SEBI circulars and Regulation 44 of the Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Company has appointed Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company (“Link Intime”), for providing/ facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for e-voting are provided hereunder on pages 10 - 13.

In the event, Resolution as set out in the Notice is assented to by requisite majority by means of remote e-voting process, it shall be deemed to have been passed as Special Business at the General Meeting convened in that behalf. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

The remote e-voting period commences from 9:00 a.m. (IST) on Friday, May 27, 2022 and ends at 5:00 p.m. (IST) on Sunday, June, 26, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on Tuesday, June 28, 2022.

The said results along with the Scrutinizer's Report would be intimated to BSE Ltd ("BSE") and National Stock Exchange of India Ltd ("NSE") where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website i.e. [www.gmmpfaudler.com](http://www.gmmpfaudler.com).

#### **PROPOSED RESOLUTIONS:**

##### **1. To appoint Mr. Prakash Apte (DIN: 00196106) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and other applicable provisions, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 ("the Act"), Regulations 17(1C), 25(2A) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject further to such other consents, approvals, permissions and sanctions as may be necessary and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Prakash Apte (DIN: 00196106) in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. May 25, 2022 up to and including May 24, 2027, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company."

##### **2. Increase in Authorised Share Capital and consequential alteration to the Capital Clause of Memorandum of Association:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to increase the authorised share capital of the Company from INR 5,00,00,000/- (Rupees Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of INR 2/- (Rupees Two only) each 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.

**RESOLVED FURTHER THAT** subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), including the Reserve Bank of India, if applicable, Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

*“V. The Authorized Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each.”*

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company.”

### **3. Issue of Bonus Shares:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable regulations and guidelines issued by SEBI or any other regulatory authority(ies) from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board and which expression shall be deemed to include Committee(s) of the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of such sums standing to the credit of the Securities Premium Account, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of INR 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL), on the record date i.e. July 12, 2022 (hereinafter referred to as the ‘Record Date’), in consideration of their said holding in the ratio of 2 (Two) equity shares of INR 2/- each for every 1 (One) equity share of INR 2/- each held by the Members and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such Members and not as the income of the Members.

**RESOLVED FURTHER THAT** pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) and any amendments thereto from time to time, with respect to the Options which are available for granting and those already granted but not exercised (whether vested or unvested including lapsed and forfeited options available for re-issuance) as on the Record Date under the GMM Pfaudler Employee Stock Option Plan 2021 (“ESOP Plan 2021”), the Board or Nomination and Remuneration Committee be and is hereby authorised to make appropriate adjustments with respect to the exercise price and/or the number of options and also decide on the allotment of such number of additional options as bonus options to the employees who have been granted options in the same proportion as the bonus equity shares being issued.

**RESOLVED FURTHER THAT** the bonus options to be so granted shall be governed by the SEBI SBEB & SE Regulations, including any amendments thereto, from time to time and the ESOP Plan 2021, as the case may be.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board/ Committee authorised by the Board.

**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Shareholders who hold equity shares in dematerialised form, the bonus shares be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants and in case of Shareholders who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus shares to the extent that they relate to Non-Resident Indians, Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval of Reserve Bank of India (“RBI”) or any other regulatory authority, as may be necessary or applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchanges where the shares of the Company are presently listed, as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI, SEBI, Stock Exchange(s), Depositories or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Key Managerial Personnel/Officer(s) of the Company.”

**By order of the Board of Directors  
of GMM Pfaudler Ltd**

Sd/-

**Mittal Mehta  
Company Secretary  
Membership No. FCS 7848**

**Place: Mumbai  
Date: May 25, 2022**

**Registered office:  
Vithal Udyognagar, Anand-Sojitra,  
Karamsad – 388 325, Gujarat**

## NOTES:

1. The Explanatory Statements setting out the material facts pursuant to Sections 102 and 110 of the Act and the other applicable provisions of the Act for the proposed Resolutions are annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. In compliance with the MCA Circulars, this postal ballot notice is being sent by e-mail to all the Members, whose names appear on the register of Members/list of beneficial owners as received from National Securities Depository Ltd (“NSDL”) and Central Depository Services (India) Ltd (“CDSL”) as on Friday, May 20, 2022 (the “Cut-Off Date”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Ltd (“RTA”).
3. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members holding shares in demat mode may update their e-mails addresses with their Depository Participants. Members holding physical shares may get their email addresses registered with RTA, Link Intime India Private Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail/ bank registration heading and follow the registration process as guided therein.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.
5. The postal ballot notice is also placed on the website of the Company at [www.gmmpfaudler.com](http://www.gmmpfaudler.com) and on the website of the RTA at [instavote.linkintime.co.in](http://instavote.linkintime.co.in) shall also be available on the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
6. All material document(s) will be available electronically for inspection by the Members from the date of circulation of this Notice up to the conclusion of the remote e-voting period i.e. Sunday, June 26, 2022. Members seeking to inspect such documents may send a request to [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com) mentioning their name, Folio No./ Client ID, DP ID and the documents they wish to inspect.
7. The Members are requested to read the instructions carefully and complete the remote e-voting. The voting through electronic means will commence on Friday, May 27, 2022 at 9:00 a.m. (IST) and will end on Sunday, June 26, 2022 at 5:00 p.m. (IST). A Member cannot exercise his vote by proxy on postal ballot.
8. The Board at its meeting held on May 25, 2022, has appointed Mr. Jayesh M. Shah (Membership No. FCS 5637), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai, as the scrutinizer (“Scrutinizer”) for conducting the remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other authorized officer of the Company. The results of the remote e-voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/ Company Secretary on or before Tuesday, June 28, 2022.
9. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, June 26, 2022, in terms of Secretarial Standard – 2 on general meetings issued by the Institute of Company Secretaries of India.

10. The results of the postal ballot will be placed on the Company's website at [www.gmmpfaudler.com](http://www.gmmpfaudler.com), the website of the RTA at [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE, in accordance with the provisions of SEBI Listing Regulations.
11. In case of any query/grievance in connection with the postal ballot including e-voting, Members may contact the RTA by e-mail at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or call on 022-49186175.
12. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in the State of Gujarat (in vernacular language, i.e. Gujarati).
13. Instructions and other information relating to remote e-voting is provided under the section "Electronic Voting Particulars".



**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE**

**Item No. 1:**

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 25, 2022, approved appointment of Mr. Prakash Apte (DIN: 00196106) as an Independent Director with effect from May 25, 2022 for a term of 5 years till May 24, 2027, subject to approval of the shareholders.

Dr. S. Sivaram (DIN: 00009900), Chairman and Independent Director of the Company will retire at the 59<sup>th</sup> Annual General Meeting. Mr. Apte shall succeed as Chairman of the Company post retirement of Dr. S. Sivaram.

The Board of Directors recommends the resolutions set out in Item No. 1 for your approval. The Board of Directors of the Company have received requisite declarations from Mr. Apte confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mr. Prakash Apte fulfills the conditions specified in the Act, its rules framed thereunder and SEBI Listing Regulations for appointment as Independent Director and he is independent of the management.

The required details including a brief profile of Mr. Apte, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per the provisions of Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of shareholders by way of a special resolution.

Accordingly, approval of the shareholders by way of a special resolution is necessary for appointment of Mr. Apte as an Independent Director of the Company.

Except, Mr. Prakash Apte, none of the Directors or any of the Key Managerial Personnel of the Company and their relatives are directly or indirectly, concerned or interested in the resolution set out at item No. 1.

The Board recommends the resolution as set out in Item No. 1 for the approval of the Members as Special Resolution.

**Item Nos. 2 & 3:**

In order to reward the Shareholders of the Company for their continuous support and to encourage participation of small investors by increasing the liquidity of the equity shares of the Company, the Board of Directors of the Company at its Meeting held on May 25, 2022 considered, approved and recommended a bonus issue after considering the available reserves and subject to the approval of the Members of the Company and all other requisite approvals, consents, permissions, sanctions, has approved and recommended a Bonus Issue of equity shares in the ratio of 2:1 i.e. 2 (Two) new fully paid-up equity share having face value of INR 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity shares having face value of INR 2/- (Rupees Two only) each of the Company held by the existing Members as on the 'Record Date' i.e. July 12, 2022, from and out of the Securities Premium Account and/or any other permitted Reserves, as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022. The proposed Bonus Issue is not in lieu of dividend.



The bonus shares, once allotted, shall rank *pari - passu* in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted. Further, the bonus shares will be credited to those shareholders who are holding the equity shares as on a Record Date

In case of Shareholders who hold equity shares in dematerialised form, the bonus shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants. In case of Shareholders who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

The bonus issue of equity shares would, *inter alia*, require appropriate adjustments with respect to all the options of the Company under the GMM Pfaudler Ltd Employee Stock Option Plan 2021 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that all options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately adjusted.

Presently, the authorized share capital of the Company is INR 5,00,00,000 Crore (Rupees Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares having face value of INR 2/- each. Pursuant to the issue of bonus shares as aforesaid, allotment of shares on exercise of ESOPs and for future requirement, if any, would require an increase in authorized capital from INR 5,00,00,000 crores (Rupees Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares having face value of INR 2/- (Rupees Two only) each by the creation of additional 5,00,00,000 (Five Crore) equity shares having face value of INR 2/- (Rupees Two only) each and corresponding amendments to the existing Clause V of the Memorandum of Association of the Company is to be carried out in manner that the authorized share capital is increased to INR 10,00,00,000 (Rupees Ten Crore only) divided into 5,00,00,000 (Five Crore) equity shares having face value of INR 2/- each. The Company is having sufficient balance in the Securities Premium Account (Share Premium Account) for capitalisation for issuance of Bonus shares.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives are directly or indirectly, concerned or interested in the resolutions set out at item No. 2 & 3 except to the extent of their shareholding and outstanding employee stock options of the Company, if any.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item Nos. 2 & 3 of the Notice.

**By order of the Board of Directors  
of GMM Pfaudler Ltd**

**Sd/-  
Mittal Mehta  
Company Secretary  
Membership No. FCS 7848**

**Place: Mumbai  
Date: May 25, 2022**

**Registered office:  
Vithal Udyognagar, Anand-Sojitra, Karamsad – 388 325 Gujarat**

**ANNEXURE**

**Brief Profile of Director(s) seeking continuation of Directorship pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India**

<b>Name of Director</b>	<b>Mr. Prakash Apte</b>
DIN	00196106
Qualifications	B.E. (Mech) degree from the University of Pune and a Diploma in Business Management from University of Mumbai. Attended various executive & leadership development programs at Harvard Business School, INSEAD and IMD.
Expertise in specific functional area	Strategy Development, Business Integration and Business Management
Experience	40 years
Date of first appointment on the Board	May 25, 2022
Shareholding in the Company as on March 31, 2022	Nil
Terms and conditions of appointment/ continuation of Directorship	For a continuous term of five years and not liable to retire by rotation
Details of last remuneration drawn in INR (FY 2021-22)	Nil
Details of proposed remuneration	Sitting fees as approved by the Board, in accordance with the applicable provisions of law
Inter-se Relationship between <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Personnel</li> </ul>	Not Applicable
Number of Meetings of the Board attended during the financial year 2021-22	Since he was appointed w.e.f. May 25, 2022, he was not entitled to attend any Board meeting during the FY22
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of the Company	NIL
Other Companies in which she/he is a Director excluding Directorship in Private and Section 8 Companies	<ol style="list-style-type: none"> <li>1. Fine Organic Industries Ltd</li> <li>2. Kotak Mahindra Bank Ltd</li> <li>3. Kotak Mahindra Life Insurance Company Ltd</li> <li>4. Blue Dart Express Ltd (w.e.f. July 28, 2022)</li> </ol>
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of other Public Ltd Companies in which he is a Director*	Member of Audit Committee and Stakeholders Relationship Committee of Fine Organics Ltd and Chairman of the Audit Committee of Kotak Mahindra Life Insurance Company Ltd

*Note(s): \*Committee positions of Audit and Stakeholders Relationship Committee held in Public Ltd companies are considered.*

### Electronic Voting Particulars

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on Resolutions proposed to be passed through this postal ballot notice.
2. The cut-off date for the purpose of remote e-voting is on Friday, May 20, 2022.
3. The remote e-voting facility will be available during the following voting period:

Commencement Date & time: Friday, May 27, 2022 at 09:00 a.m. (IST).

Conclusion Date & time: Sunday, June 26, 2022 at 05:00 p.m. (IST).

4. Mr. Jayesh Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries (Membership No. F 5637) has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
5. For the purpose of remote e-voting, the Company has availed the electronic voting platform of the Company's Registrar and Share Transfer Agent, Link Intime India Private Ltd ('LIPL').

Pursuant to SEBI circular on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode can vote through:

- a) their demat account; or
- b) the facility provided by their respective depositories and/or depository participants.

Shareholders are advised to update their mobile number and e-mail Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>• 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.</li> <li>• 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>• If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ul>

	<ul style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual Shareholders (holding securities in Demat mode) &amp; login through their Depository participants ("DP")</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual Shareholders holding securities in Physical mode</b></p>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> </ul> </li> </ol>

	<p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>• <i>Shareholders/ members holding shares in <b>physical form</b> but have not recorded information under 'C' and 'D', shall provide their Folio number in 'D' above</i></li> <li>• <i>Shareholders holding shares in <b>NSDL form</b>, shall provide 'D' above</i></li> </ul> <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>3. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</p> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ol>
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**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/ Mutual Fund/ Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/ Mutual Fund/ Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact the Link Intime ‘INSTAVOTE’ helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Individual Shareholders holding securities in Physical mode who has forgotten the password:**

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the Shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case Shareholders is having valid email address, Password will be sent to his/ her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical mode (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL who has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website:

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process for those Shareholders whose e-mail/mobile no. are not registered with the Company/Depositories:**

- For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the Company at [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com) and the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.