GMMPfaudler
Defining the standard

GMM/SEC/2019-20/61

February 19, 2020

To,

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

Scrip Code: 505255

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

Symbol: GMMPFAUDLR

Dear Sirs,

Sub: Submission of Postal Ballot Notice

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot seeking approval of the shareholders on the following matters:

Sr. No.	Particulars
1.	Alteration of Articles of Association of the Company.
2.	Appointment of Ms. Bhawana Mishra (DIN: 06741655) as an Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, and whose office shall not be liable to retire by rotation.
3.	Appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, and whose office shall not be liable to retire by rotation.
4.	Appointment of Mr. Harsh Gupta (DIN: 2434051) as a Non-Executive Director of the Company and representative of Pfaudler Inc. effective from April 1, 2020 whose office shall be liable to retirement by rotation.

Further, please find below the schedule of events for the Postal Ballot:

Sr. No.	Activity	Date
1	Cut-off date for sending Postal ballot Notice to shareholders	February 14, 2020
2	Date of completion dispatch of Postal ballot Notice and Form	February 19, 2020
3	Voting start date	February 20, 2020
4	Voting end date	March 20, 2020
5	Scrutinizer's Report	March 21, 2020
6	Declaration of Results	March 21, 2020

GMM PFAUDLER LTD.

GMM Pfaudler
Defining the standard

You are requested to take the above information record.

Thanking you,

Yours faithfully,

For **GMM Pfaudler Limited**

Mittal Mehta
Company Secretary & Compliance Officer
FCS No. 7848

Encl: As above

GMM PFAUDLER LIMITED

CIN: L29199GJ1962PLC001171
Registered Office & Works: Vithal Udyognagar, Anand - Sojitra Road, Karamsad, Anand, Gujarat 388325
Email: investorservices@gmmpfaudler.com; website: 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)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the resolutions appended herein below are proposed to be passed by way of Postal Ballot including voting by electronic means ('e-voting'). The Explanatory Statement pertaining to said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form and self-addressed postage prepaid envelope, for your consideration.

The Board at their meeting held on January 23, 2020, has appointed Mr. Jayesh M. Shah (Membership no. FCS 5637), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form duly completed, in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 05.00 p.m. on March 20, 2020. Postal Ballot Forms received after 05.00 p.m. on March 20, 2020 will be treated as invalid.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolutions appended to this Notice by electronic means instead of physical submission of the Form to the Scrutinizer. For this purpose, the Company has availed electronic voting platform of Central Depository Services Limited ('CDSL') for facilitating e-voting. The instructions for e-voting are provided hereunder. Members desiring to opt for e-voting shall cast their vote not later than 05.00 p.m. on March 20, 2020.

The Scrutinizer, after completion of scrutiny of the votes received, will submit his report to the Chairman. The results of the said voting will be declared in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on March 21, 2020 at the Corporate Office of the Company. The results of Postal Ballot will be displayed on the Company's website www.gmmpfaudler.com and will be communicated to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), where the Equity Shares of the Company are listed.

1. Alteration of Articles of Association of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and such other applicable provisions of the Companies Act, 2013, if any, Articles of Association of the Company be and is hereby altered as under:

1. In Article 87.1 of the Articles of Association the number "8" (Eight) be replaced with "9" (Nine) and the said Article be read as under:

   87.1. Number of Directors
   Unless otherwise determined by a Special Resolution of the Company in General Meeting, the Company shall have 9 (Nine) Directors.

2. In Article 88.5 of the Articles of Association the number "3" (three) be replaced with "4" (four) and the said Article be read as under:

   88.5 In addition to the abovementioned Directors, appointed or nominated by the Promoters, the Company shall appoint 4 (four) other Directors, who shall be independent directors, as may be required to comply with any Applicable Law.

"**RESOVLED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt that may arise giving effect to this resolution and to do all such acts, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

2. **Appointment of Ms. Bhawana Mishra (DIN: 06741655) as Independent Director of the Company:**

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

"**RESOLVED THAT** as per the recommendation of Nomination & Remuneration Committee and pursuant 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 including any statutory modification(s) and/or reenactments thereof for the time being in force and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 including Regulation 17(1A) of the said Regulation approval of shareholders of the Company be and is hereby granted for appointment of Ms. Bhawana Mishra (DIN: 06741655) in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Chairman and/ or the Managing Director be and is hereby authorized to issue the necessary letter of appointment to Ms. Bhawana Mishra as required under the Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorized to digitally sign and upload the necessary intimation of changes in the Board with the Ministry of Company Affairs and to take all such actions as may be necessary in this regard."

3. **Appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company:**

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

"**RESOLVED THAT** as per the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 including any statutory modification(s) and/or reenactments thereof for the time being in force and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 including Regulation 17(1A) of the said Regulation, approval of shareholders of the Company be and is hereby granted for appointment of Mr. Vivek Bhatia (DIN: 08166667) in the capacity of Independent Director to hold office from April 1, 2020 up to March 31, 2025 on the Board of Directors of the Company and that his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Chairman and/ or the Managing Director be and is hereby authorized to issue the necessary letter of appointment to Mr. Vivek Bhatia as required under the Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorized to digitally sign and upload the necessary intimation of changes in the Board with the Ministry of Company Affairs and to take all such actions as may be necessary in this regard."

4. **Appointment of Mr. Harsh Gupta (DIN: 2434051) as a Director of the Company and representative of Pfaudler Inc., whose office shall be liable to retirement by rotation:**

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

"**RESOLVED THAT** as per the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Harsh Gupta (DIN: 2434051) be and is hereby appointed as a Non-Executive Director of the Company and representative of Pfaudler Inc. effective from April 1, 2020, whose office shall be liable to retirement by rotation.

RESOLVED FURTHER THAT the Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorized to digitally sign and upload the necessary intimation of changes in the Board with the Ministry of Company Affairs and to take all such actions as may be necessary in this regard."

By order of the Board of Directors
of GMM Pfaudler Limited

Mittal Mehta
Company Secretary
Membership No. FCS 7848

Place: Mumbai
Date: February 5, 2020

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

NOTES

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with postage pre-paid self-addressed Business Reply Envelope. Members may note that this Notice and Postal Ballot Form will be available on the Company's website www.gmmpfaudler.com and on the website of CDSL, i.e www.evotingindia.com.
3. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on February 14, 2020 ('Cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot Form or e-voting. If a Member cast his/her votes through both the modes, votes cast through e-voting shall prevail and the votes cast through physical Postal Ballot Form shall be considered invalid.
5. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. March 20, 2020.
6. A member cannot exercise his vote by proxy on the Postal Ballot.
   Members who have received the Postal Ballot Notice by email but wish to vote through Postal Ballot Form can download the same attached in the e-mail or from the Company's website www.gmmpfaudler.com or website of CDSL, www.evotingindia.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before March 20, 2020 at the address mentioned below : Mr. Jayesh Shah, Scrutinizer, C/o. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
7. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its registered office or its Registrar and Share Transfer Agents at the above mentioned address.
8. All the relevant documents referred to in this Postal Ballot Notice and Explanatory Statement shall remain open for inspection at the Registered Office of the Company during its business hours on all working days up to March 20, 2020.
9. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Link Intime India Private Limited on rnt.helpdesk@linkintime.co.in. Members holding shares in Demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

INSTRUCTIONS FOR VOTING IN ELECTRONIC FORM (E-VOTING):

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the 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 this Postal Ballot Notice.

The cut - off date for the purpose of remote e-voting and voting through Postal Ballot is February 14, 2020.

The remote e-voting facility will be available during the following voting period:

Commencement Date & time: Thursday, February 20, 2020 at 10.00 a.m.

Conclusion Date & time: Friday, March 20, 2020 at 05.00 p.m.

Complete instructions for remote e-voting including details of log-in id, process and manner for generating or receiving the password and for casting vote in a secured manner is given in the remote e-voting form annexed to this Report and forms an integral part of this Notice.

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.

The Results shall be declared by the Chairman or any other person authorized by him in writing within 48 hours from the conclusion of e-voting platform though Postal Ballot. The Results declared along with the Consolidated Report of the Scrutinizer shall be immediately placed on the website of the Company under the Investors Section at www.gmmpfaudler. com and on the website of CDSL. The results shall simultaneously be forwarded to BSE and NSE, where shares of the Company are listed.

General Guidelines for members:

The e-voting period commences from Thursday, February 20, 2020 at 10.00 a.m. and ends on Friday, March 20, 2020 at 05.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 14, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to js@rathiandassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com, under help menu.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1

The present Articles of Association provides that the Company shall have "8" (Eight) directors and the number of Independent Directors within the said limit shall be "3" (Three).

The present composition of the Board of Directors consists of two nominees of Patel Group, three nominees of Pfaudler Group and three independent directors, including woman independent director. The Chairman of the Company is Independent Director.

As per the provisions of the 149(1)(b) of the Companies Act, 2013, a company can have maximum of 15 directors.

It is proposed is Increase the size of the Board to "9" instead of "8" Directors and to have "4" Independent Directors on the Board instead of "3" to ensure better corporate governance and a broader set of expertise on the Board, whose extensive knowledge in various fields and expertise will be beneficial to the Company to carry out the business activities in a more efficient way. The details of the proposed appointees are given in the Explanatory Statement given for Agenda Item Nos. 2 and 3.

As per the provisions of Section 14 of the Companies Act, 2013, any alterations in the Articles of Association would require the approval of members by way of Special Resolution. Hence, the said resolution is recommended by the Board for your approval.

Draft amended copy of Articles of Association will be available for inspection by the members, those who are interested in it, on all working days Monday to Friday during 10.00 a.m. to 1.00 p.m. at the Registered Office of the Company.

None of the Promoters, Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Postal Ballot Notice.

Item No. 2 & 3

Regulation 17(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations'), requires one Independent woman Director on the Board of Directors of the Top 500 Listed Companies. The term of existing Independent Woman Director, Dr. Amrita Patel would come to an end on March 31, 2020.

Based on expertise, experience, qualifications and the recommendations of the Nomination and Remuneration Committee and as per the provisions of Section 178 of the Companies Act, 2013, Board of Directors have recommended the appointment Ms. Bhawana Mishra, who complies with the conditions of being an Independent Director as stipulated under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, as an Independent Director in place of Dr. Amrita Patel to hold office for continuous period of five years on the Board of the Company w.e.f. April 1, 2020 up to March 31, 2025.

Further, in order to broad base the Board and based on expertise, experience, qualifications and the recommendations of the Nomination and Remuneration Committee and as per the provisions of Section 178 of the Companies Act, 2013, Board of Directors have recommended the appointment of Mr. Vivek Bhatia (DIN 08166667) as a Non-Executive Independent Director to hold office for continuous period of five years on the Board of the Company w.e.f. April 1, 2020 up to March 31, 2025.

A brief resume of the Ms. Bhawana Mishra and Mr. Vivek Bhatia are as under:

MS. BHAWANA MISHRA

Ms. Bhawana Mishra, age 45 years, has 22 years of experience across industries, as a talent and leadership development specialist.

Ms. Mishra is an M.A. Applied Psychology (specialization in Organizational Behaviour) from the University of Delhi, 1997 and has a Level B Certification in Occupational Assessments from the British Psychological Society.

Ms. Mishra started her career with hands-on work in talent management, strategic change and organizational transformation, and counts amongst her clients, CXOs and business leaders of large number of Indian and multinational companies. Later on She joined Price Waterhouse as part of its founding HR consulting team. Early in her career, she made forays to build the East India practice of the business, winning and servicing marquee clients for the firm. She went on to join Arthur Andersen, as a Senior Consultant, she worked with several manufacturing giants as well as technology majors, creating processes and systems through the employee lifecycle.

A combination of her desire to bring Occupational Psychology to the Indian workplace and early entrepreneurial spirit, made her join SHL Group, the global major in behavioural assessments, as it entered the Indian market. Over 12 years, she built the team and grew the business to several hundred clients, making it the largest outside Australia in Asia Pacific, while consistently meeting global profitability norms. During this period, Ms. Mishra established her own thought leadership and SHL as an undisputed market leader. She played an instrumental role in creating business strategy-based talent management processes of several conglomerates.

Through her career, Ms. Mishra's passion has been to help organizations achieve breakthrough performance by realizing the true potential of their people. She founded BasilTree Consulting Pvt. Ltd (www.basiltreeconsulting.com) to further this cause by coupling international best practices with the strength of solutions derived from local and contextual insights.

MR. VIVEK BHATIA

Mr. Vivek Bhatia, age 42 years, holds an MBA (from IIM Calcutta), M. Tech. (Gold Medalist from IIT Delhi) and B.E. (with honours from University of Delhi).

Mr. Bhatia is the Managing Director and Chief Executive Officer of Thyssenkrupp Industries India Pvt. Ltd. since 01 January 2019.

Mr. Bhatia was earlier CEO - Asia Pacific at Thyssenkrupp AG, driving group activities for all Thyssenkrupp companies in the region. Prior to that, he led Strategy, Markets and Development for the Asia Pacific region for the Group and was based in Singapore.

Mr. Bhatia has extensive business experience across mining, metals & mineral processing, cement, power and engineered/capital goods. He has worked across multiple business functions including strategy, operations and organization in the areas such as growth/diversification, joint ventures & technology transfers, business turnaround/transformation, working capital management, operations design and re-engineering, organization design and performance management systems.

Prior to joining Thyssenkrupp, Mr. Bhatia was with Boston Consulting Group, India where he worked extensively in the capital goods sector with clients in India and abroad on a wide canvas of topics. In 2013, he was awarded a BCG Olympics Gold Medal for the most insightful and impactful client work in the region. He earlier worked for several years as a design engineer for refineries and pipelines at Engineers India Limited.

The Board is of the view that the new appointees bring distinct professional experience in engineering and chemical industry as well as in human resource development, competencies that are well aligned with the mission of GMM Pfaudler. Also, their educational background and qualifications impeccable. The Board of Directors recommends the resolutions set out in Item Nos. 2 and 3 for your approval.

The Board of Directors of the Company have received declarations from Mr. Vivek Bhatia and Ms. Bhawana Mishra, the proposed appointees confirming that they meet the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and amendments thereto from time to time. In the opinion of the Board, Mr. Vivek Bhatia and Ms. Bhawana Mishra fulfill the conditions specified in the Act, its rules framed thereunder and Listing Regulations for appointment as Independent Directors and they are independent of the management.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the Listing Regulations, are provided at **"Annexure A"** of this Notice.

The terms and conditions of appointment of the said Non-Executive Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

As per the provisions of Section 152(2) of the Companies Act, 2013 and the SEBI Listing Regulations, every director shall be appointed by the company in general meeting.

In the backdrop of the regulations and the necessity of appointment of Independent Directors and benefits to be accrued to the Company as a member of the Board, it is proposed to seek approval of members of the Company by way of Ordinary Resolution through this Postal Ballot process to appoint the said Non-Executive Directors.

None of the Promoters, Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 2 and 3 of the Postal Ballot Notice.

Item No. 4

Mr. Khurshed Thanawalla, Non-Executive Director, nominated by Pfaudler Inc., the Holding Company, retires as a Director w.e.f. March 31, 2020. The Company is in receipt of a nomination letter from Pfaudler Inc. nominating Mr. Harsh Gupta as a Non-Executive Director in place of Mr. Khurshed Thanawalla, effective from April 1, 2020.

Based on expertise, experience, qualifications and the recommendations of the Nomination and Remuneration Committee and as per the provisions of Section 178 of the Companies Act, 2013, Board of Directors have recommended the appointment of Mr. Harsh Gupta (DIN 2434051) as a Non-Executive Director & nominee of Pfaudler Inc., effective from April 1, 2020 whose office shall be liable to retirement by rotation.

A brief resume of the Mr. Harsh Gupta is as under:

MR. HARSH GUPTA

Mr. Harsh Gupta, age 51 years, is the Chief Executive Officer & Executive Director at Solaris Chemtech Industries Limited since April 2016.

Mr. Gupta was educated at The Doon School, Dehradun, followed by a Bachelor of Arts in Economics from Vassar College, New York, USA. MBA from the McDonough School of Business, Georgetown University, USA. While at Vassar, was granted a Ford Foundation Scholarship for research in economics, and honoured with membership to Omicron Delta Epsilon, an economics honour society.

Mr. Gupta is a Senior management professional consistently exceeding goals and expectations in diverse roles and environments. Wide exposure across industries and across functions including P&L management, sales & marketing, mergers & acquisitions, and corporate planning & strategy.

Mr. Gupta has an exceptional track record that demonstrates motivation, creativity, and initiative in achieving corporate and personal goals, outstanding success in managing and growing profitability in two different industries, one of which is a turnaround success and deep understanding of the critical drivers of a business, and how a business works from end to end.

The Board is of the view that Mr. Harsh Gupta brings distinct professional experience in chemical and technology industry, competencies that are well aligned with the mission of GMM Pfaudler. Also, his educational background and qualifications are impeccable. The Board of Directors recommends the resolution set out in Item Nos. 4 for your approval.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the Listing Regulations, is provided at **"Annexure A"** of this Notice.

As per the provisions of Section 152(2) of the Companies Act, 2013 and the SEBI Listing Regulations, every director shall be appointed by the company in general meeting. It is therefore proposed to seek approval of members of the Company by way of Ordinary Resolution through this Postal Ballot process to appoint the said Non-Executive Director.

Except Pfaudler Inc., none of the Promoters, Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Postal Ballot Notice.

"Annexure A"

Details of Director seeking re-appointment at the Annual General meeting pursuant to Secretarial Standards ("SS-2") and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	**Bhawana Mishra**	**Vivek Bhatia**	**Harsh Gupta**
Age	45 years	42 years	51 years
Qualifications	M.A. Applied Psychology (specialization in Organizational Behaviour) from the University of Delhi, 1997 and has a Level B Certification in Occupational Assessments from the British Psychological Society.	MBA (from IIM Calcutta), M. Tech. (Gold Medalist from IIT Delhi) and B.E. (with honours from University of Delhi).	B.A in Economics from Vassar College, New York, USA. MBA from the McDonough School of Business, Georgetown University, USA. He was granted a Ford Foundation Scholarship for research in economics, and honoured with membership to Omicron Delta Epsilon, an economics honour society.
Experience	22 years	21 years	27 years
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, whose office shall not be liable to retire by rotation	Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, whose office shall not be liable to retire by rotation	Non-Executive Director whose office shall be liable to retirement by rotation.
Remuneration last drawn	Not Applicable	Not Applicable	Not Applicable
Nature of expertise in specific functional areas	Talent and leadership development, strategic change and organizational transformation specialist.	Mr. Bhatia has extensive business experience across mining, metals & mineral processing, cement, power and engineered/capital goods.	P&L management, sales & marketing, mergers & acquisitions, and corporate planning & strategy.
Date of first appointment on the Board	April 1, 2020	April 1, 2020	April 1, 2020
No. of shares held in the Company as on January 23, 2020	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None
No. of Meetings of the Board attended during the year	Not Applicable	Not Applicable	Not Applicable
Directorship in other Companies as on January 23, 2020	Director-BasilTree Consulting Pvt. Ltd.	MD & CEO - Thyssenkrupp Industries Pvt. Ltd.	Additional Director & CEO – Solaris Chemtech Pvt. Ltd. Director - Sterling Repropart Pvt. Ltd.
Chairmanship/Membership of Committees of other Board	Nil.	Nil	Nil

Instructions for remote e-voting: Following are the instructions for remote e-voting for members receiving an email or a physical copy of this notice of Postal Ballot:

i. The voting period begins on Thursday, February 20, 2020 at 10.00 a.m. (IST) and ends on Friday, March 20, 2020 at 05.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 14, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
ii. The shareholders should log on to the e-voting website www.evotingindia.com.
iii. Click on Shareholders.
iv. Now Enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
v. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.
vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.
ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
xvii. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com, under help menu.

GMM Pfaudler
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GMM PFAUDLER LIMITED

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Registered Office: Vithal Udyognagar, Anand-Sojitra Road, Karamsad – 388 325, Gujarat
Phone No.: 02692-661700 • **Fax No.:** 02692-661888
Email: investorservices@gmmpfaudler.com • **Website:** www.gmmpfaudler.com

POSTAL BALLOT FORM

(PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE COMPLETING THIS FORM)

Sr. No.:

1.	Name and Registered address of the sole/ first named member (in block letters)	
2.	Name(s) of the Joint member (s) If any (in block letters)	
3.	Registered Folio No. / DP ID No.* / Client ID No. *(*Applicable to Investors holding Shares in Demat form)	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of following Resolutions to be passed through Postal Ballot for the business stated in the Notice dated February 5, 2020, by conveying my/our assent and/or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	**Special Resolution** for alteration of Articles of Association of the Company;			
2.	**Ordinary Resolution** for appointment of Ms. Bhawana Mishra (DIN 06741655) as an Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, and whose office shall not be liable to retire by rotation.			
3.	**Ordinary Resolution** for appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company for a term of five consecutive years w.e.f. April 1, 2020 up to and including March 31, 2025, and whose office shall not be liable to retire by rotation.			
4.	**Ordinary Resolution** for appointment of Mr. Harsh Gupta (DIN: 2434051) as a Non-Executive Director of the Company and representative of Pfaudler Inc. effective from April 1, 2020 whose office shall be liable to retirement by rotation.			

Place:

Date: ______________________________

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	Password
200211004		

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote
2. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Friday, March 20, 2020.

GMM Pfaudler
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INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.

2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his /her absence, by the next named Member.

4. A Member(s) can opt for only one mode of voting i.e. either by e-voting or through ballot. In case you are opting to vote by e-voting, then please do not cast your vote by ballot and vice-versa. In case a Member(s) cast his/her/their vote both by e-voting and a ballot, the vote(s) cast through e-voting shall prevail and the vote(s) cast through ballot form shall be considered invalid.

5. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authorization together with the specimen signature(s) of the duly authorized signatories.

6. Please convey your assent or dissent in this Postal Ballot Form by placing a tick (√) mark in the appropriate box. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall not be considered valid.

7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.

8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Friday, March 20, 2020.

9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.

10. The exercise of vote through Postal Ballot is not permitted through a proxy.

11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction 8 above.

12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

13. Voting rights shall be reckoned on the fully paid-up number of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Friday, February 14, 2020.

14. A Member need not use all his votes nor cast all his votes in the same way.

15. The Company is pleased to offer e-voting facility as an alternate to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes of the Postal Ballot Notice.