

March 21, 2020

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

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

Scrip Code: 505255

Symbol: GMPFPAUDLR

Dear Sir/Madam,

Sub: Declaration of voting result of the Postal Ballot as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that Mr. Jayesh Shah, Partner, M/s. Rathi & Associates, Company Secretaries, Mumbai, appointed by the Board of Directors as Scrutinizer for scrutinizing the voting by Postal Ballot process in a fair and transparent manner, has submitted his report on voting by Postal Ballot on 21st March, 2020. Based on the Scrutinizer's Report, the results of the Postal Ballot has been declared on Saturday, 21st March, 2020.

We enclose herewith the announcement of the result of voting in Postal Ballot exercise along with the Scrutinizer's report for your information and records.

Further, in accordance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of voting results in the prescribed format for your information and records.

Kindly take the above on your record & oblige.

Thanking You,

Yours faithfully,

For **GMM PFAUDLER LIMITED**



Mittal Mehta
Company Secretary
M. No. F7848



Encl: As above

RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders' approval was sought for the resolutions mentioned in the Postal Ballot Notice dated 5th February, 2020. The Postal Ballot Notice containing the Resolutions together with the Statement annexed to the Postal Ballot Notice was sent to all the shareholders on Wednesday, 19th February, 2020 and the last date for receipt of postal ballot forms duly completed, from the shareholders was on or before 5.00 P.M. of Friday, 20th March, 2020.

The Scrutinizer has submitted report dated 21st March, 2020 and basis the report of the scrutinizer on the voting done through postal ballot forms as well as through e-voting by the members, it is hereby declared that the resolution as set out in the Postal ballot notice dated 5th February, 2020 has been duly passed by the Shareholders of the Company with requisite majority.

The details of the voting results of the resolution passed through postal ballot process:

Resolution No. 1 as a **Special Resolution** for alteration of Articles of Association of the Company;

Resolution No. 2 as an **Ordinary Resolution** for appointment of Ms. Bhawana Mishra (holding 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.

Resolution No. 3 as an **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.

Resolution No. 4 as an **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.

For **GMM Pfaudler Limited**


Mittal Mehta
Company Secretary
M. No. F7848



Place: Mumbai
Date: 21/03/2020

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

March 21, 2020

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

Dear Sir,

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

GMM Pfaudler Limited ('the Company') has vide resolution passed by its Board of Directors at their meeting held on January 23, 2020, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated February 5, 2020 is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ('the Rules of Chapter VII') and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice of Postal Ballot dated February 5, 2020 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the shareholders by courier and/or through electronic means along with postal ballot form and self-addressed postage pre-paid envelope returnable to the Scrutinizer, passing of the **following resolutions**:

1. **Resolution No. 1** as a Special Resolution for Alteration of Articles of Association of the Company.
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Ms. Bhawana Mishra (DIN: 06741655) as an Independent Director of the Company of the 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.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company of the 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.
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Harsh Gupta (DIN: 02434051) as a Director of the Company and a representative of Pfaudier Inc. whose office shall be liable to retire by rotation.

The Company availed facility offered by Central Depository Services (India) Limited ('CDSL') for providing remote e-voting facility to the Shareholders of the Company.



The Shareholders were required to complete the postal ballot form and return the same in self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on Friday, March 20, 2020 or cast their votes online through remote e-voting by 5.00 P.M. on Friday, March 20, 2020. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 P.M. on Friday, March 20, 2020 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all postal ballot forms received from the members have been recorded therein.

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

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

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**


**JAYESH SHAH
PARTNER
M. No. FCS 5637
COP No. 2535**



**COUNTERSIGNED BY
FOR GMM PFAUDLER LIMITED**

**Mittal K Mehta
Company Secretary & Compliance Officer
Membership Number F7848**

Annexure

Resolution No. 1 as a Special Resolution for Alteration of Articles of Association of the Company

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	64	7400647
b.	Remote e-voting confirmations received	65	3697469
	Total	129	11098116
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	8	22842
d.	Valid Postal Ballot Forms/Remote e-voting confirmations	121	11075274
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	120	11075074
	Percentage (%) of Assent		99.998
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	1	200
	Percentage (%) of Dissent		0.002

Resolution No. 2 as an Ordinary Resolution for appointment of Ms. Bhawana Mishra (DIN: 06741655) as an Independent Director of the Company of the for a term of five consecutive years w.e.f. April 1, 2020

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	74	7404281
b.	Remote e-voting confirmations received	66	3698009
	Total	140	11102290
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	8	22842
d.	Valid Postal Ballot Forms/Remote e-voting confirmations	132	11079448
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	127	11079189
	Percentage (%) of Assent		99.997
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	5	259
	Percentage (%) of Dissent		0.003



Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company of the for a term of five consecutive years w.e.f. April 1, 2020

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	74	7404281
b.	Remote e-voting confirmations received	66	3698009
	Total	140	11102290
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	8	22842
d.	Valid Postal Ballot Forms/Remote e-voting confirmations	132	11079448
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	130	11079244
	Percentage (%) of Assent		99.998
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	2	204
	Percentage (%) of Dissent		0.002

Resolution No. 4 as an Ordinary Resolution for appointment of Mr. Harsh Gupta (DIN: 02434051) as a Director of the Company and a representative of Pfaudier Inc.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	74	7404281
b.	Remote e-voting confirmations received	66	3698009
	Total	140	11102290
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	8	22842
d.	Valid Postal Ballot Forms/Remote e-voting confirmations	132	11079448
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	130	11079244
	Percentage (%) of Assent		99.998
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	2	204
	Percentage (%) of Dissent		0.002



DETAILS OF VOTING RESULTS

Date of Meeting (Last Date of receipt of Postal Ballot Forms/E-voting)	March 20, 2020
Total number of shareholders on record date (cut-off date): 14th February, 2020	20,045
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	N.A.
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

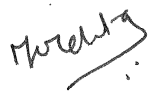
AGENDA-WISE

The mode of voting on all the resolutions:

1. E-voting facility was made available from 9.00 AM on Thursday, February 20, 2020 up to 5.00 PM on Friday, March 20, 2020; and
2. Voting through Postal ballot was made available for those shareholders who did not avail e-voting facility.

Kindly take the above on record and oblige.

For **GMM Pfaudler Limited**


Mittal Mehta
Company Secretary
M. No. F7848



Place: Mumbai
Date: 21/03/2020

GM M Pfaudler Limited

Resolution Required : (Special)			1 - for alteration of Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/ [1]}* 100	[4]	[5]	[6]={[4]/ [2]}* 100	[7]={[5]/ [2]}* 100
Promoter and Promoter Group	E-Voting	10963125	3423655	31.2288	3423655	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		7372475	67.2479	7372475	0	100.0000	0.0000
	Total		10796130	98.4767	10796130	0	100.0000	0.0000
Public Institutions	E-Voting	317742	268067	84.3662	268067	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		268067	84.3662	268067	0	100.0000	0.0000
Public Non Institutions	E-Voting	3336633	5347	0.1603	5147	200	96.2596	3.7404
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		5730	0.1717	5730	0	100.0000	0.0000
	Total		11077	0.3320	10877	200	98.1945	1.8055
Total		14617500	11075274	75.7672	11075074	200	99.9982	0.0018

GM M Pfaudler Limited

Resolution Required : (Ordinary)			2 - for appointment of M.s. 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.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/ [1]}* 100	[4]	[5]	[6]={[4]/ [2]}* 100	[7]={[5]/ [2]}* 100
Promoter and Promoter Group	E-Voting	10963125	3423655	31.2288	3423655	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		7372475	67.2479	7372475	0	100.0000	0.0000
	Total		10796130	98.4767	10796130	0	100.0000	0.0000
Public Institutions	E-Voting	317742	268067	84.3662	268067	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		268067	84.3662	268067	0	100.0000	0.0000
Public Non Institutions	E-Voting	3336633	5887	0.1764	5637	250	95.7534	4.2466
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		9364	0.2806	9355	9	99.9039	0.0961
	Total		15251	0.4570	14992	259	98.3018	1.6982
Total		14617500	11079448	75.7958	11079189	259	99.9977	0.0023

GM M Pfaudler Limited

Resolution Required : (Ordinary)			3 - 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.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/ [1]* 100	[4]	[5]	[6]=[4]/ [2]* 100	[7]=[5]/ [2]* 100
Promoter and Promoter Group	E-Voting	10963125	3423655	31.2288	3423655	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		7372475	67.2479	7372475	0	100.0000	0.0000
	Total		10796130	98.4767	10796130	0	100.0000	0.0000
Public Institutions	E-Voting	317742	268067	84.3662	268067	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		268067	84.3662	268067	0	100.0000	0.0000
Public Non Institutions	E-Voting	3336633	5887	0.1764	5687	200	96.6027	3.3973
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		9364	0.2806	9360	4	99.9573	0.0427
	Total		15251	0.4570	15047	204	98.6624	1.3376
Total		14617500	11079448	75.7958	11079244	204	99.9982	0.0018

GM M Pfaudler Limited

Resolution Required : (Ordinary)			4 - 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					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/ [1])} * 100	[4]	[5]	[6]={([4]/ [2])} * 100	[7]={([5]/ [2])} * 100
Promoter and Promoter Group	E-Voting	10963125	3423655	31.2288	3423655	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		7372475	67.2479	7372475	0	100.0000	0.0000
	Total		10796130	98.4767	10796130	0	100.0000	0.0000
Public Institutions	E-Voting	317742	268067	84.3662	268067	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		268067	84.3662	268067	0	100.0000	0.0000
Public Non Institutions	E-Voting	3336633	5887	0.1764	5687	200	96.6027	3.3973
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		9364	0.2806	9360	4	99.9573	0.0427
	Total		15251	0.4570	15047	204	98.6624	1.3376
Total		14617500	11079448	75.7958	11079244	204	99.9982	0.0018