GMM Pfaudler
Defining the standard

GMM/SEC/2018-19/Q4/03

February 26, 2019

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

This is with reference to our letter no. GMM/SEC/2018-19/05A dated January 30, 2019 intimating about the approval granted by the Board of Directors for continuation of Directorships by Non-Executive Directors beyond the age of 75 years, subject to approval of shareholders.

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.	Continuation of directorship and reappointment of Dr. Amrita Patel (DIN 00065052), Non-Executive & Independent Director, who has attained the age above 75 years to hold office for a second term of 1 (one) year from April 1, 2019 up to March 31, 2020.
2.	Continuation of directorship of Mr. Ashok Patel (DIN 00165858), Non- Executive Director, who will be attaining the age of 75 years on September 6, 2019.
3.	Continuation of directorship of Mr. Khurshed Thanawalla (DIN 00201749), Non-Executive Director, who has attained the age of 75 years, after 1st April, 2019.

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 15, 2019
2	Date of completion dispatch of Postal ballot Notice and Form	February 25, 2019
3	Voting start date	February 26, 2019
4	Voting end date	March 27, 2019
5	Scrutinizer's Report	March 28, 2019
6	Declaration of Results	March 29, 2019

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
M. No. F7848

Encl: As above

GMM PFAUDLER LIMITED

CIN: L29199GJ1962PLC001171
Registered Office: Vithal Udyognagar, Anand - Sojitra Road, Karamsad - 388 325 Gujarat
Email:investorservices@gmmpfaudler.com; **website:** www.gmmpfaudler.com
Tel: +91 2692 661700/ 230416/ 230516; **Fax:** +91 2692 661888/ 661999

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to transact the businesses by passing the necessary Resolutions as set out in the Postal Ballot Notice including voting through electronic means.

The Company is desirous of seeking your consent to the Resolutions set out in the Postal Ballot Notice. An Explanatory Statement giving all material facts and reasons for the Resolutions is also annexed for your consideration.

The Board of Directors, at its meeting held on Wednesday, January 30, 2019, has appointed Mr. Jayesh Shah, Partner, M/s. Rathi& Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process including voting through electronic means in a fair and transparent manner.

You are requested to read carefully the instructions given in the Postal Ballot Form, vote either for or against the Resolutions and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer not later than 5:00 p.m. on Wednesday, March 27, 2019 at the following address: Mr. Jayesh Shah, Rathi& Associates, Scrutinizer, C/o. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.

In accordance with Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged Central Depository Services (India) Limited ("CDSL"), an agency authorised by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. The procedure for electronic voting is also attached herewith.

The postal ballot results shall be declared on or before 5:00 pm on Friday, March 29, 2019 at the Registered Office of the Company and will also be displayed at the Company's website www.gmmpfaudler.com.The results shall also be communicated to the Stock Exchanges and will be available on the website of CDSL www.evotingindia.com.

By Order of the Board of Directors

Mittal Mehta
Company Secretary
M. No. F7848

Place: Mumbai
Date: February 15, 2019

RESOLUTIONS

1. **Continuation and Reappointment of Dr. Amrita Patel as an Independent Director of the Company to hold office for a second term from April 1, 2019 to March 31, 2020:**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force)(hereinafter referred to as "the Listing Regulations") including Regulation 17(1A) of the said Regulations, notified by Securities and Exchange Board of India and coming into force with effect from April 1, 2019, approval of members of the Company be and is hereby accorded for continuation and reappointment of Dr. Amrita Patel (DIN: 00065052), who has attained the age of 75 years, as an Independent Director of the Company to hold office for a second term for a period of 1 (one) year w.e.f April 1, 2019 upto March 31, 2020.

RESOLVED 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 in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

2. **Continuation of Directorship of Mr. Ashok Patel as a Non – Executive Director of the Company, liable to retire by rotation:**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Listing Regulations") and the applicable provisions, if any, of the Companies Act, 2013, approval of the members of Company be and is hereby accorded for continuation of Mr. Ashok Patel (DIN: 00165858), who will be attaining the age of 75 years on September 6, 2019, as a Non – Executive Director of the Company, liable to retire by rotation.

   RESOLVED 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 in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

3. **Continuation of Directorship of Mr. Khurshed Thanawalla as a Non – Executive Director of the Company, liable to retire by rotation:**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Listing Regulations") and the applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of Mr. Khurshed Thanawalla (DIN: 00201749), who has attained the age of 75 years, as a Non – Executive Director of the Company, liable to retire by rotation, after April 1, 2019.

   RESOLVED 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 in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors

Mittal Mehta
Company Secretary
M. No. F7848

Place: Mumbai
Date: February 15, 2019

Notes:

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons for the proposed resolutions mentioned herein is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on Friday, February 15, 2019.
4. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members on Friday, February 15, 2019 ("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.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by Central Depository Services (India) Limited ("CDSL").

6. The remote e-voting period will commence on Tuesday, February 26, 2019 at 9:00 a.m. and will end on Wednesday, March 27, 2019 at 5:00 p.m. The remote e-voting module will be disabled by CDSL for voting thereafter. The detailed process for e-voting forms a part of this Notice.
7. Members who do not have access to e-voting facility may send duly completed Ballot form in the attached self-addressed business reply envelope so as to reach the Scrutinizer by 5:00 pm on Wednesday, March 27, 2019 at the following address: Mr. Jayesh Shah, Scrutinizer, C/o. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
8. Electronic copy of the Postal Ballot Notice of the Company along with the Postal Ballot Form is being sent to the members who have registered their email ids with the Company/Depository Participant(s) unless any member has registered for a physical copy of the same. For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in 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 www.evotingindia.com.
9. Corporate members are requested to send a duly completed Ballot Form accompanied by a certified copy of the Board Resolution together with attested signature(s) of the authorized signatory(ies), giving requisite authority to the person voting on the Postal Ballot Form.
10. A shareholder may request for a duplicate Postal Ballot Form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at serial no. 7 above.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot Form shall be treated as invalid.
12. A member cannot exercise his vote by proxy on postal ballot.
13. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, as specified in serial no. 7 above. The postage will be borne by the Company.
14. If any Postal Ballot Form is received after 5:00 p.m. (IST) on Wednesday, March 27, 2019, it will be considered that no reply from the Member has been received.
15. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot and remote e-voting, make a scrutinizer's Report of the total votes cast in favor or against, if any, and will submit his report to the Chairman of the Company. The result of the Postal Ballot will be declared by the Chairman or in his absence by any person authorized by him on or before 5:00 p.m. on Friday, March 29, 2019 at the Registered Office of the Company. The result shall also be announced on the Stock Exchanges where shares of the Company are listed a ie BSE Ltd. and NSE Ltd. The results will also be disclosed on the Company's website www.gmmpfaudler.com
16. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the Members.
17. In case of any queries, you may contact the Company at investorservices@gmmpfaudler.com or contact the Registrar and Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Phone +91 22 4918 6270, Fax +91 22 4918 6060 Contact Person: Ms. Riddhi Shah Email: gmminvestors@linkintime.co.in
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members may cast their votes by electronic means through the remote e-voting platform provided by CDSL. Instructions and information relating to e-voting are annexed to this Notice.

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

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, notified on May 9, 2018, with effect from April 1, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non – Executive Directors of the Company who have attained the age of 75 years.

Dr. Amrita Patel (DIN: 00065052), was appointed as a Non-Executive Independent Director on the Board of the Company for a term of upto 5 (five) consecutive years upto December 10, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges at the 52nd Annual General Meeting of the Company.

Dr. Patel, Independent Director of the Company, having attained the prescribed age limit of 75 years, would require approval by the Shareholders of the Company by a Special Resolution for continuing as an Independent Director of the Company.

The Board of Directors at their meeting held on January 30, 2019, on the recommendation of the Nomination & Remuneration Committee, expertise, experience and contributions made by Dr. Amrita Patel to the Company, approved her re-appointment as a Non-Executive Independent Director of the Company (not liable to retire by rotation) for the second term of 1 (one) year w.e.f. April 1, 2019 upto March 31, 2020.

About Dr. Amrita Patel:

Dr. Amrita Patel was the Chairperson of National Dairy Development Board from 1998 to 2014, the organisation which steered India's cooperative dairy movement and led the country to becoming the largest milk producer in the world. Dr. Patel played a major role in promoting much greater participation of women in cooperatives and in preparing them for leadership positions.

Dr. Patel has been involved in activities ranging from livestock development, disease control, vaccine production, R&D and policy review to banking and finance through her nomination on the Boards of RBI and NABARD.

There are two other vital areas which are of grave concern to her – environment and health. She has played a leading role in advocacy of environmental protection and stability. Dr. Patel was Chairperson and is now a member of the Foundation for Ecological Security(FES) which works on strengthening the processes of ecological restoration across local, regional and national landscapes including different categories of lands and most importantly with a variety of community institutions. Dr. Patel is also the Chairperson of the Sardar Patel Renewable Energy Research Institute.

Dr. Patel's strong commitment to healthcare services for rural people, and women in particular, found expression in her chairing the Charutar Arogya Mandal, a Trust that manages a modern 800 bed rural hospital and medical, physiotherapy and nursing colleges which serve the rural people of Kheda from 1993 till 2018. She continues to be a Trustee of the Mandal.

Dr. Patel has been conferred the Padma Bhushan and numerous other awards and honorary degrees like Dr. Norman Borlaug Award, Financial Express Lifetime Achievement Award, Jawaharlal Nehru Birth Centenary Award for Nation Building for the year 1999-2000, World Dairy Expo Inc.'s International Person of the Year for the year 1997, to name a few.

Dr. Patel, Independent Director, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and amendments to be effective from April 1, 2019.

In the opinion of the Board, Dr. Patel fulfills the conditions specified in the Act, its rules framed thereunder and Listing Regulations for re-appointment as Independent Director and she is independent of the management.

Dr.Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company.

Relevant details relating to continuation of Directorship of Dr. Patel as required by Act, Listing Regulations and Secretarial Standards issued by the Company Secretaries of India are provided in the "Annexure" to this Notice.

Copy of the draft letter of appointment setting out the terms and conditions of re-appointment of the said Independent Director shall be open for inspection by the Members at the Registered Office of the Company between 10 a.m. to 5 p.m. on all working days (except Saturday and Sunday).

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering her strong background and seniority, role played by Dr. Amrita Patel towards the growth of this Company and to reap the benefits of her rich and varied experience, approval of shareholders is sought for her continuation and reappointment as an Independent Director of the Company as set out in Item No. 1 of this Postal Ballot Notice for Second Term upto March 31, 2020.

Except Dr. Amrita Patel and her relatives, none of the other Promoters, Directors, Key Managerial Personnel and their relatives are, 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

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, notified on May 9, 2018, with effect from April 1, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non – Executive Directors of the Company who have attained the age of 75 years.

Mr. Ashok Patel (DIN: 00165858), Non-Executive Director and Promoter of the Company, has been associated with the Company since 1972 is liable to retire by rotation and his retirement is due in the Annual General Meeting to be held for the financial year ending on March 31, 2020.

Mr. Patel, Non-Executive Director of the Company will be attaining the age of 75 years on September 6, 2019 and would require approval by the Shareholders of the Company by a Special Resolution for continuing as a Non-Executive Director of the Company.

The Board of Directors at their meeting held on January 30, 2019, on the recommendation of the Nomination & Remuneration Committee, expertise, experience and contributions made by Mr. Ashok Patel to the Company, approved his continuation after attaining 75 years as a Non-Executive Director of the Company, liable to retire by rotation.

About Mr. Ashok Patel

Mr. Ashok Patel has been associated with the Company for over 45 years. He was appointed as a Director of the Company in 1972 when the Company was known as Gujarat Machinery Manufacturers Ltd. In 1987, Mr. Patel negotiated and finalized the "Investment and Technical License Agreement" with Pfaudler Inc. of USA, the world leader in glass lined equipment. On signing the agreement with Pfaudler, Mr. Patel was appointed as the Managing Director to lead the joint venture company which was subsequently renamed as GMM Pfaudler Limited.

Mr. Patel retired as the Managing Director in June 2015. During his 27 years tenure as Managing Director of GMM Pfaudler Limited, the Company recorded significant improvement in production, sales income and profitability. The Company also maintained its leadership position and improved its market share. During Mr. Patel's tenure, the Company expanded its portfolio of products to include mixing systems, drying and filtration equipment and established itself as a reliable supplier of highly engineered goods to the pharmaceutical and chemical industries in countries such as USA, Europe, Middle East, China, Japan, Singapore and South Africa.

In 2008, Mr. Patel completed the acquisition of Mavag AG of Switzerland, a reputed supplier of highly engineered drying and filtration equipment to the European pharmaceutical industry. As the non-executive Chairman of Mavag, Mr. Patel successfully guided the integration of Mavag with GMM Pfaudler with GMM gaining the latest technology and Mavag having access to GMM Pfaudler's manufacturing capabilities.

On his retirement as Managing Director of the Company in June 2015, Mr. Patel was appointed as the Executive Chairman of Mavag AG. Over the last three years Mavag hasshown steady growth in both sales and profits and successfully entered new markets outside Europe.

Mr. Patel has taken keen interest in educational and community development activities in Gujarat where the Company is located. An initiative to improve the skill levels of ITI graduates was undertaken by Mr. Patel through GMM Pfaudler's participation in the Swiss–Indian Vocational Education and Training (VET). Students successfully completing the VET Program have an opportunity to gain high quality, internationally accepted formal certification and thus a good demand in the job market. Over the past 6 years over 100 graduates of the Swiss VET have been successfully placed in the industry as mutli-skilled technicians.

Mr. Patel is the President of Sardar Patel Trust, a Trustee of Vithal Udyognagar Industries Association and several other charitable institutions.He is on the Board of Public Companies namely Skyline Millars Limited and Ready Mix Concrete Limited and numerous Private Limited companies.

Mr.Patel's knowledge of the business environment and vast experience in general management has been an asset to the Company.

Mr. Ashok Patel, Promoter of the Company is related to Company's Managing Director, Mr. Tarak Patel.

Relevant details relating to continuation of Directorship of Mr. Ashok Patel as required by the Act, Listing Regulations and Secretarial Standards issued by the Company Secretaries of India are provided in the "Annexure" to this Notice.

His considerable wealth of experience of carrying out operations in both international & domestic environment, thought leadership, skills in Sales & Marketing, would add value to the Board deliberations and would immensely benefit the Company and its shareholders.

Mr. Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering his strong background and seniority, role played by Mr. Ashok Patel towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of shareholders is sought for his continuation as a Non-Executive Director of the Company as set out in Item No. 2 of this Postal Ballot Notice.

Other than Mr. Ashok Patel and Mr. Tarak Patel and their relatives, none of the Promoters, Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Postal Ballot Notice.

Item No. 3

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, notified on May 9, 2018, with effect from April 1, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non–Executive Directors of the Company who have attained the age of 75 years.

Mr. Khurshed Thanawalla (DIN: 00201749), Non-Executive Director, nominated by Pfaudler Inc., the Holding Company, has been associated with the Company since 2015 is liable to retire by rotation and his retirement is due in the Annual General Meeting to be held for the financial year ending on March 31, 2019.

Mr. Thanawalla, Non-Executive Director of the Company, having attained the prescribed age limit of 75 years, would require approval by the Shareholders of the Company by a Special Resolution for continuing as a Non-Executive Director of the Company.

The Board of Directors at their meeting held on January 30, 2019, on the recommendation of the Nomination & Remuneration Committee, expertise, experience and contributions made Mr. Thanawalla to the Company, approved his continuation as a Non-Executive Director of the Company, liable to retire by rotation, after April 1, 2019.

About Mr. KhurshedThanawalla:

Mr. KhurshedThanawalla is a Business Leader with more than 4 decades of CEO/COO experience across diverse industries across Africa, Southeast Asia and India.

Mr. Thanawalla has an extensive experience in setting up large Greenfield projects especially in the textile industry, and operating in complex regulatory environments. He has established and managed Textile Mills (spinning and fully integrated) in Kenya and Indonesia for Indian conglomerates like the Khatau and Tata Group. He has promoted and founded companies with foreign partners in different geographies, and run several successful JVs.

Mr. Thanawalla has consulted extensively on textiles for the Commonwealth Development Corporation, the German Development Bank and other such bodies in the ASEAN countries. He has worked closely with GoI bodies for the last 3 decades. Most recently, in 2011, Mr. Thanwalla was nominated on the Panel of Experts for formulating and drafting the textile machinery and components section of the 11th Five Year Plan.

Mr. Thanawalla was the Managing Director at Oerlikon Textile India Pvt Ltd. and Country Representative-India, Oerlikon AG from 2007 upto 2017. Currently, he is involved in acting as Consultant to Swiss & German firms in addition to being on the Board of few companies including publicly listed companies like Stovec Industries as its Chairman.

Relevant details relating to continuation of Directorship of Mr. Thanawalla as required by the Act, Listing Regulations and Secretarial Standards issued by the Company Secretaries of India are provided in the “Annexure” to this Notice.

Mr. Thanawalla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering his strong background and seniority, role played by Mr. Khurshed Thanawalla towards the growth of this Company and to reap the benefits of his rich and varied experience, approval of shareholders is sought for his continuation as a Non-Executive Director of the Company as set out in Item No. 3 of this Postal Ballot Notice.

Except Mr. KhurshedThanawalla, none of the Promoters, Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Postal Ballot Notice.

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

Name of Director	Dr. Amrita Patel	Mr. Khurshed Thanawalla	Mr. Ashok Patel
DIN	00065052	00201749	00165858
Date of Birth	November 13, 1943	December 24, 1942	September 6, 1944
Qualifications	BVSc &AH. She has been conferred the Padma Bhushan and numerous other awards and honorary degrees.	Commerce Graduate from the Bombay University, Fellow of The Institute of Chartered Securities & Administrators, London. Also, an Associate of the Textile Institute, U.K. and of the British Institute of Management	B.Sc. degree from the University of Manchester Institute of Science & Technology, UK and a MBA from the Columbia University, USA.
Expertise in specific functional area	Corporate Governance, CSR, Ecological issues and General Management	Finance, Marketing, & General Management	International Business, Finance, Strategy, Technology and General Management
Date of first appointment on the Board	December 11, 2014	June 30, 2015	January 1, 1972
Shareholding in the Company as on February 15, 2019	375 equity shares of face value of Rs. 2 each	Nil	6,745 equity shares of face value of Rs. 2 each

Terms and conditions of appointment/ continuation of Directorship	Continue and be reappointed as Independent Director for a second term of one (1) year from April 1, 2019 to March 31, 2020	Continue as Non-Executive Director liable to retire by rotation after April 1, 2019.	Continue as Non-Executive Director liable to retire by rotation on attaining 75 years on September 6, 2019.
Details of last remuneration drawn in Rs. (FY 2017-18)	Rs. 400,000/- as sitting fees	Rs. 200,000/- as sitting fees	Rs. 300,000/- as sitting fees
Details of proposed remuneration	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.
Inter-se Relationship between • Directors • Key Managerial Personnel	Nil N.A.	Nil N.A.	Father of Mr. Tarak Patel, Managing Director N.A.
Number of Meetings of the Board attended during the financial year 2018-19 as on February 18, 2019	Held - 4 Attended - 3	Held - 4 Attended - 3	Held - 4 Attended - 3
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of the Company	2 – Chairperson of the NRC & CSR Committee 2 – Member of the Audit Committee & Committee of Independent Directors	Nil	2 Member of the NRC & CSR Committee
Other Companies in which she/he is a Director excluding Directorship in Private and Section 8 Companies*	Nil	1. Stovec Industries Ltd.	1. Skyline Millars Ltd. 2. Readymix Concrete Ltd.
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which she/he is a Director	Nil	2 Chairmanship 2 Memberships	Nil

* **Based on disclosures received form the Directors.**

INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for remote e-voting for shareholders voting electronically are as under:

i. The voting period begins on Tuesday, February 26, 2019 at 9:00 a.m. and will end on Wednesday, March 27, 2019 at 5:00 p.m. 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 15, 2019, 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,
   c. 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.

v. 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.

vi. 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 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).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xi. 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.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi. 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.

xvii. 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.

xviii. 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.

xix. 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 LIMITED

CIN: L29199GJ1962PLC001171
Registered Office: Vithal Udyognagar, Anand-Sojitra Road, Karamsad – 388 325, Gujarat
Phone No.: 02692-661700 • **Fax No.**: 02692-661888
E-mail: investorservices@gmmpfaudler.com • **Website**: www.gmmpfaudler.com

POSTAL BALLOT FORM

(Pl. read carefully the instructions printed overleaf before completing this form)

Sr. No. :

Name and Registered Address of Sole / First named Shareholder (in block letters)	
Name(s) of Joint holder(s), if any (in block letters)	
Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to Investors holding shares in dematerialized form)	
Number of Shares held (Equity Share of Rs.2/- each)	

I/We hereby exercise my/our vote in respect of the Special Resolutions) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated February 15, 2019, by conveying my/our assent 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.	Continuation of directorship and reappointment of Dr. Amrita Patel (DIN 00065052), Non-Executive & Independent Director, who has attained the age above 75 years to hold office for a second term of 1 (one) year from April 1, 2019 upto March 31, 2020.			
2.	Continuation of directorship of Mr. Ashok Patel (DIN 00165858), Non- Executive Director, who will be attaining the age of 75 years on September 6, 2019.			
3.	Continuation of directorship of Mr. Khurshed Thanawalla (DIN 00201749), Non- Executive Director, who has attained the age of 75 years, after April 1, 2019.			

Place:
Date:

____
Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

(Electronic Voting Sequence Number) EVSN	USER ID	PAN/Sequence Number
190215014		

Note :

1. **Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Wednesday, March 27, 2019.**
2. **Please read carefully the instructions printed overleaf before exercising the vote.**

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

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

3. This form should be completed and signed by the member (as per the specimen signature registered with the Company/Registrar and Share Transfer Agent/Depository Participant). 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. Consent must be accorded by placing a tick mark (I) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (I) in the column, 'I dissent to the resolution'

5. The votes of a member will be considered invalid on any of the following grounds:
   a) if the Postal Ballot form has not been signed by or on behalf of the member;
   b) if the member's signature does not tally;
   c) if the member has marked his / her/ its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
   d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
   e) if the Postal Ballot Form is incomplete or incorrectly filled;
   f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
   g) if the form other than the one issued by the Company is used;

6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before close of working hours i.e. 17:00 hours (IST) on Wednesday, March 27, 2019. If any Postal Ballot Form is received after the specified date and time, it will be considered that no reply from such member has been received.

7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date and time specified in Item (6) above.

8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at js@rathiandassociates.com with a copy marked to gmminvestors@linkintime.co.in or deposited at the registered office of the Company.

9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

10. The voting rights of the Members shall be in proportion to their equity shares in the total paid up equity share capital of the Company as on Friday, February 15, 2019 (cut-off date).

11. The Scrutinizer's decision on the validity of the postal ballot shall be final.

12. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.