

GMM/SEC/2020-21/26

August 28, 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 (E)
Mumbai – 400 051

Scrip Code: 505255

Symbol: GMPFPAUDLR

Dear Sir,

Sub: Details of Voting Results at Fifty Seventh Annual General Meeting held on August 27, 2020.

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 57th Annual General Meeting (AGM) of the Company was convened on August 27, 2020 through Video Conferencing/Other Audio Visual Means organized by the Company at 12.00 noon IST to seek approval of members of the Company on the resolutions mentioned in the notice of the AGM dated July 29, 2020.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Regulations") the Company had provided remote e-voting facility to members and also e-voting facility during AGM for members who had not availed remote e-voting facility on aforesaid resolutions. The Company had appointed Mr. Jayesh M. Shah, Practicing Company Secretary, Partner, M/s Rathi & Associates, Company Secretaries as scrutinizer to conduct the voting process in fair and transparent manner.

The scrutinizer has submitted his report on the remote e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Brief Description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed As
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 (including Consolidated Financial Statements) together with the reports of the Board of Directors and Auditors thereon	100.00	0	Ordinary Resolution
2	To confirm the declaration and payment of three interim dividends paid during the financial year ended March 31, 2020 and to declare final dividend for the financial year ended March 31, 2020	100.00	0	Ordinary Resolution
3	To appoint a Director in place of Mr. Ashok Patel (DIN: 00165858), who retires by rotation and being eligible, offers himself for re-appointment.	99.64	0.36	Ordinary Resolution

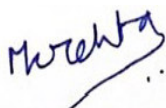
Sr. No.	Brief Description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed As
4	To appoint a Director in place of Mr. Thomas Kehl (DIN: 06935094), who retires by rotation and being eligible, offers himself for re-appointment.	99.97	0.03	Ordinary Resolution
5	To consider appointment of Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 117365W) as the Statutory Auditors of the Company.	100.00	0	Special Resolution
6	To ratify the remuneration payable to M/s. Dalwadi & Associates (Firm Registration No. 000338), Cost Auditors of the Company for the financial year ending March 31, 2021.	100.00	0	Ordinary Resolution
7	To consider re-appointment of and payment of remuneration to Mr. Tarak Patel as the Managing Director of the Company.	98.72	1.28	Special Resolution
8	To consider Re-classification of the Promoters of the Company from Promoter Group category to Public category.	100.00	0	Ordinary Resolution
9	To consider and appoint Mr. Alexander Pömpner (DIN: 08778448) as the Director of the Company.	99.97	0.03	Ordinary Resolution

Accordingly, we declare that all 9 (Nine) resolutions as set out in the Notice of the AGM have been passed with requisite majority by the members of the Company.

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

Thanking you,

For **GMM Pfaudler Limited**



Mittal Mehta
Company Secretary & Compliance Officer

Encl: As above

Resolution Required : (Ordinary)			1 - To consider and adopt Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	10963125	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	409941	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		409941	86.3145	409941	0	100.0000	0.0000
Public Non Institutions	E-Voting	3179436	771	0.0242	771	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18936	0.5955	18936	0	100.0000	0.0000
Total		14617500	11173897	76.4419	11173897	0	100.0000	0.0000

Resolution Required : (Ordinary)			2 - To confirm payment of three interim dividends paid during the financial year ended March 31, 2020 and to declare final dividend for the financial year ended March 31, 2020					
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	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	409941	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		409941	86.3145	409941	0	100.0000	0.0000
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19146	0	100.0000	0.0000
Total		14617500	11174107	76.4434	11174107	0	100.0000	0.0000

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Ashok Patel (DIN 00165858) who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	10963125	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	369508	40433	90.1369	9.8631
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		409941	86.3145	369508	40433	90.1369	9.8631
Public Non Institutions	E-Voting	3179436	981	0.0309	771	210	78.5933	21.4067
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	18936	210	98.9032	1.0968
Total		14617500	11174107	76.4434	11133464	40643	99.6363	0.3637

Resolution Required : (Ordinary)			4 - To appoint a Director in place of Mr. Thomas Kehl (DIN 006935094) who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	10963125	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	406677	3264	99.2038	0.7962
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		409941	86.3145	406677	3264	99.2038	0.7962
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19146	0	100.0000	0.0000
Total		14617500	11174107	76.4434	11170843	3264	99.9708	0.0292

Resolution Required : (Special)			5 - To appoint Deloitte Haskins & Sells, Chartered Accountants Ahmedabad as Statutory Auditors					
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	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	409941	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		409941	86.3145	409941	0	100.0000	0.0000
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18164	1	99.9945	0.0055
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19145	1	99.9948	0.0052
Total		14617500	11174107	76.4434	11174106	1	100.0000	0.0000

Resolution Required : (Ordinary)			6 - To ratify the remuneration to M/s. Dalwadi & Associates, Cost Auditors for the financial year 2020-21.					
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	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	409941	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		409941	86.3145	409941	0	100.0000	0.0000
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19146	0	100.0000	0.0000
Total		14617500	11174107	76.4434	11174107	0	100.0000	0.0000

Resolution Required : (Special)			7 - To consider re-appointment of and payment of remuneration to Mr. Tarak Patel as the Managing Director 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	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	266685	143256	65.0545	34.9455
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		409941	86.3145	266685	143256	65.0545	34.9455
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19146	0	100.0000	0.0000
Total		14617500	11174107	76.4434	11030851	143256	98.7180	1.2820

Resolution Required : (Ordinary)			8 - To consider Re-classification of the Promoters of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	798960	7.2877	798960	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8171505	74.5363	8171505	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	409941	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		409941	86.3145	409941	0	100.0000	0.0000
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19146	0	100.0000	0.0000
Total		14617500	8600592	58.8376	8600592	0	100.0000	0.0000

Resolution Required : (Ordinary)			9 - To consider appointment of Mr. Alexander Pömpner (DIN 0008778448 as Director 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	3372545	30.7626	3372545	0	100.0000	0.0000
	Poll		7372475	67.2479	7372475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10745020	98.0105	10745020	0	100.0000	0.0000
Public Institutions	E-Voting	474939	409941	86.3145	406677	3264	99.2038	0.7962
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		409941	86.3145	406677	3264	99.2038	0.7962
Public Non Institutions	E-Voting	3179436	981	0.0309	981	0	100.0000	0.0000
	Poll		18165	0.5713	18165	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19146	0.6022	19146	0	100.0000	0.0000
Total		14617500	11174107	76.4434	11170843	3264	99.9708	0.0292

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

August 28, 2020

To

The Chairman

GMM PFAUDLER LIMITED

Vithal Udyognagar, Anand – Sojitra Road,
Karamsad, Gujarat – 388325.

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting at 57th Annual General Meeting of the Members of GMM Pfaudler Limited held on August 27, 2020

GMM Pfaudler Limited ('the Company') has vide resolution passed by its Board of Directors at their meeting held on May 23, 2020, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting at 57th Annual General Meeting (AGM) on the resolutions contained in the Notice dated July 29, 2020 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 (collectively "circulars") issued by the Ministry of Corporate Affairs (MCA). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars

JS

issued by the MCA and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting at AGM on the resolutions contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting prior to the AGM and e-voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the remote e-voting and e-voting system at AGM as per the facility provided by Link Intime India Private Limited (LIPL), the agency engaged by the Company to provide remote e-voting facility prior to AGM and e-voting facility at the AGM.

As required under Section 101 of the Act read with aforementioned circulars issued by MCA and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India, a Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by electronic means. In compliance with the provisions of MCA circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval by remote e-voting and e-voting at the AGM by the Members of the Company:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of:
 - a. Audited Standalone Financial Statements for the financial year ended March 31, 2020, comprising of Balance Sheet as at March 31, 2020, Statement of Profit & Loss Account and Cash Flow for the year ended on that date including schedules and notes together with the Reports of the Board of Directors' and Auditor's thereon;
 - b. Audited Consolidated Financial Statements for the financial year ended March 31, 2020, comprising of consolidated Balance Sheet as at March 31, 2020, consolidated statement of Profit & Loss Account and Cash Flow for the year ended on that date including schedules and notes together with the Report of Auditor's thereon;
2. **Resolution No. 2** as an Ordinary Resolution for confirmation of payment of three interim dividends paid during the financial year ended March 31, 2020 and declaration of final dividend for the financial year ended March 31, 2020;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Ashok Patel (DIN 00165858), as Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment;

/s/

4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Thomas Kehl (DIN 06935094), as Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment;
5. **Resolution No. 5** as a Special Resolution for re-appointment of Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 117365W) as Statutory Auditors to hold office upto conclusion of 62nd Annual General Meeting of the Company;
6. **Resolution No. 6** as an Ordinary Resolution for ratification of payment of remuneration to M/s. Dalwadi & Associates (Firm Registration No. 000338), Cost Auditors of the Company for the financial year ended March 31, 2021;
7. **Resolution No. 7** as a Special Resolution for re-appointment of and payment of remuneration to Mr. Tarak Patel as the Managing Director of the Company for a period of five years upto May 31, 2025;
8. **Resolution No. 8** as an Ordinary Resolution for re-classification of the Promoters from Promoter Group category to Public category;
9. **Resolution No. 9** as an Ordinary Resolution regularization of appointment of Mr. Alexander Pömpner (DIN: 08778448), Additional Director, as the Director of the Company.

Remote e-voting facility was made available to shareholders of the Company to cast their votes from 9.00 a.m. of Monday, August 24, 2020 which ended on August 26, 2020 at 5.00 p.m. Accordingly, votes casted through remote e-voting upto 5.00 p.m. of August 26, 2020 and votes casted through e-voting at the 57th AGM have been considered for my scrutiny.

After conclusion of 57th Annual General Meeting, the details of voting through remote e-voting prior to AGM and e-voting at the AGM were unlocked. In case of shareholders who cast votes through remote e-voting as well as e-voting at the AGM, the voting through e-voting at the AGM of such shareholders were treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to AGM and e-voting at the 57th AGM with their pattern of voting is as per Annexure attached to this Report.

JS

The results of the voting by members through remote e-voting prior to AGM and e-voting at the 57th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the meeting or such other person as authorized by him.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

JAYESH
MANSUKH
LAL SHAH

Digitally signed by JAYESH
MANSUKHLAL SHAH
DN: c=IN, o=Personal,
postalCode=400056,
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Date: 2020.08.28 16:17:37 +05'30'

JAYESH SHAH

PARTNER

M. No. F 5637

COP No. 2535

UDIN: F005637B000627027

**COUNTERSIGNED BY
FOR GMM PFAUDLER LIMITED**

**MITTAL K MEHTA
COMPANY SECRETARY
Membership Number F7848**

Annexure

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

- a. Audited Standalone Financial Statements for the financial year ended March 31, 2020, comprising of Balance Sheet as at March 31, 2020, Statement of Profit & Loss Account and Cash Flow for the year ended on that date including schedules and notes together with the Reports of the Board of Directors and Auditors together with the Report of Auditor's thereon;
- b. Audited Consolidated Financial Statements for the financial year ended March 31, 2020, comprising of consolidated Balance Sheet as at March 31, 2020, consolidated statement of Profit & Loss Account and Cash Flow for the year ended on that date including schedules and notes thereon;

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	17	73,90,640
b.	Votes cast through remote e-voting	56	37,83,257
	Total	73	1,11,73,897
c.	Less: Invalid e-voting / remote voting	0	0
d.	Net Valid Voting	73	1,11,73,897
	(i) Voting with assent for the Resolution	73	1,11,73,897
	Percentage (%) of Assent	100.00	
	(ii) Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent	0.00	

JS

Resolution No. 2 as an Ordinary Resolution for confirmation of payment of three interim dividends paid during the financial year ended March 31, 2020 and declaration of final dividend for the financial year ended March 31, 2020;

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	17	73,90,640
b.	Votes cast through remote e-voting	57	37,83,467
	Total	74	1,11,74,107
c.	Less: Invalid e-voting / remote voting	0	0
d.	Net Valid Voting	74	1,11,74,107
	(i) Voting with assent for the Resolution	74	1,11,74,107
	Percentage (%) of Assent	100.00	
	(ii) Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent	0.00	

JS

Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Ashok Patel (DIN 00165858), as Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM		17	73,90,640
b.	Votes cast through remote e-voting		57	37,83,467
	Total		74	1,11,74,107
c.	Less: Invalid e-voting / remote voting		0	0
d.	Net Valid Voting		74	1,11,74,107
	(i)	Voting with assent for the Resolution	65	1,11,33,464
	Percentage (%) of Assent*		99.64	
	(ii)	Voting with dissent for the Resolution	9	40,643
	Percentage (%) of Dissent*		0.36	

*Rounded off

JS

Resolution No. 4 as an Ordinary Resolution for appointment of Mr. Thomas Kehl (DIN 06935094), as Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM		17	73,90,640
b.	Votes cast through remote e-voting		57	37,83,467
	Total		74	1,11,74,107
c.	Less: Invalid e-voting / remote voting		0	0
d.	Net Valid Voting		74	1,11,74,107
	(i)	Voting with assent for the Resolution	72	1,11,70,843
	Percentage (%) of Assent*		99.97	
	(ii)	Voting with dissent for the Resolution	2	3264
	Percentage (%) of Dissent*		0.03	

*Rounded off

JS

Resolution No. 5 as a Special Resolution for re-appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants Ahmedabad (ICAI Firm Registration No. 117365W) as Statutory Auditors to hold office upto conclusion of 62nd Annual General Meeting of the Company;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM		17	73,90,640
b.	Votes cast through remote e-voting		57	37,83,467
	Total		74	1,11,74,107
c.	Less: Invalid e-voting / remote voting		0	0
d.	Net Valid Voting		74	1,11,74,107
	(i)	Voting with assent for the Resolution	73	1,11,74,106
	Percentage (%) of Assent*		100.00	
	(ii)	Voting with dissent for the Resolution	1	1
	Percentage (%) of Dissent*		0.00	

*Rounded off

JS

Resolution No. 6 as an Ordinary Resolution for ratification of payment of remuneration to M/s. Dalwadi & Associates (Firm Registration No.000338), Cost Auditors of the Company for the financial year ended March 31, 2021;

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	17	73,90,640
b.	Votes cast through remote e-voting	57	37,83,467
	Total	74	1,11,74,107
c.	Less: Invalid e-voting / remote voting	0	0
d.	Net Valid Voting	74	1,11,74,107
	(i) Voting with assent for the Resolution	74	1,11,74,107
	Percentage (%) of Assent	100.00	
	(ii) Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent	0.00	

js

Resolution No. 7 as a Special Resolution for re-appointment of and payment of remuneration to Mr. Tarak Patel as the Managing Director of the Company for a period of five years upto May 31, 2025;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM		17	73,90,640
b.	Votes cast through remote e-voting		57	37,83,467
	Total		74	1,11,74,107
c.	Less: Invalid e-voting / remote voting		0	0
d.	Net Valid Voting		74	1,11,74,107
	(i)	Voting with assent for the Resolution	56	1,10,30,851
	Percentage (%) of Assent*		98.72	
	(ii)	Voting with dissent for the Resolution	18	1,43,256
	Percentage (%) of Dissent*		1.28	

* Rounded off

js

Resolution No. 8 as an Ordinary Resolution for re-classification of the Promoters from Promoter Group category to Public category;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM		17	73,90,640
b.	Votes cast through remote e-voting		51	12,10,117
	Total		68	86,00,757
c.	Less: Invalid e-voting / remote voting		0	0
d.	Net Valid Voting		68	86,00,757
	(i)	Voting with assent for the Resolution	68	86,00,757
	Percentage (%) of Assent		100.00	
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent		0.00	

***Note:** Based on the information provided and considering the conditions specified under Regulation 31A(3)(a)(iii) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, e-voting of 'Promoters seeking re-classification' and 'Persons related to the Promoters seeking re-classification' have not been considered.*

js

Resolution No. 9 as an Ordinary Resolution for regularization of appointment Mr. Alexander Pömpner (DIN 08778448) Additional Director, as the Director of the Company

Sr. No.	Particulars	No. of members who voted	No. of Shares voted for
a.	Votes cast through e-voting at AGM	17	73,90,640
b.	Votes cast through remote e-voting	57	37,83,467
	Total	74	1,11,74,107
c.	Less: Invalid voting	0	0
d.	Net Valid Voting	74	1,11,74,107
	(i) Voting with assent for the Resolution	72	1,11,70,843
	Percentage (%) of Assent*	99.97	
	(ii) Voting with dissent for the Resolution	2	3264
	Percentage (%) of Dissent*	0.03	

* Rounded off

JS