

March 29, 2019

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
1<sup>st</sup> 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: GMMPFADLR**

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 29<sup>th</sup> March, 2019. Based on the Scrutinizer's Report, the results of the Postal Ballot has been declared on Friday, 29<sup>th</sup> March, 2019.

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 15<sup>th</sup> February, 2019. The Postal Ballot Notice containing the Special Resolutions together with the Statement annexed to the Postal Ballot Notice was sent to all the shareholders on Monday, 25<sup>th</sup> February, 2019 and the last date for receipt of postal ballot forms duly completed, from the shareholders was on or before 5.00 P.M. of Wednesday, 27<sup>th</sup> March, 2019.

The Scrutinizer has submitted report dated 29<sup>th</sup> March, 2019 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 15<sup>th</sup> February, 2019 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 continuation of directorship and re-appointment 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;

**Resolution No. 2** as a Special Resolution for 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;

**Resolution No. 3** as a Special Resolution for continuation of directorship of Mr. Khurshed Thanawalla (DIN 00201749), Non- Executive Director, who has attained the age of 75 years, after April 1, 2019.

For **GMM Pfaudler Limited**

  
**Mittal Mehta**  
Company Secretary  
M. No. F7848



**Place:** Mumbai  
**Date:** 29/03/2019

# 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 29, 2019

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 Wednesday, January 30, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated February 15, 2019 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 15, 2019 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, for passing of the **following resolutions:**

1. **Resolution No. 1** as a Special Resolution for continuation of directorship and re-appointment 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. **Resolution No. 2** as a Special Resolution for 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. **Resolution No. 3** as a Special Resolution for continuation of directorship of Mr. Khurshed Thanawalla (DIN 00201749), Non- Executive Director, who has attained the age of 75 years, after April 1, 2019.



The Company availed facility offered by Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facility to the members 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 Wednesday, March 27, 2019 or cast their votes online through remote e-voting by 5.00 P.M. on Wednesday, March 27, 2019. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 P.M. on Wednesday, March 27, 2019 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.

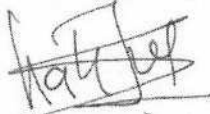
A summary of voting through postal ballot forms and remote e-voting with their pattern of voting is as per Annexure annexed to this Report.

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  
Membership Number F7848



Annexure

**Resolution No. 1** as a Special Resolution for 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.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	70	15,086
b.	Remote e-voting confirmations received	37	2,918,870
	<b>Total</b>	<b>107</b>	<b>2,933,956</b>
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	6	2,645
d.	<b>Valid Postal Ballot Forms/Remote e-voting confirmations</b>	<b>101</b>	<b>2,931,311</b>
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	94	2,930,758
	<b>Percentage (%) of Assent</b>		<b>99.98%</b>
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	7	553
	<b>Percentage (%) of Dissent</b>		<b>0.02%</b>



Resolution No. 2 as a Special Resolution for 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.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	70	15,086
b.	Remote e-voting confirmations received	37	2,918,870
	<b>Total</b>	<b>107</b>	<b>2,933,956</b>
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	6	2,870
d.	<b>Valid Postal Ballot Forms/Remote e-voting confirmations</b>	<b>101</b>	<b>2,931,086</b>
	(i) Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	94	2,930,533
	<b>Percentage (%) of Assent</b>		<b>99.98%</b>
	(ii) Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	7	553
	<b>Percentage (%) of Dissent</b>		<b>0.02%</b>



**Resolution No. 3** as a Special Resolution for continuation of directorship of Mr. Khurshed Thanawalla (DIN 00201749), Non- Executive Director, who has attained the age of 75 years, after April 1, 2019.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	70	15,086
b.	Remote e-voting confirmations received	37	2,918,870
	<b>Total</b>	<b>107</b>	<b>2,933,956</b>
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	7	3,430
d.	<b>Valid Postal Ballot Forms/Remote e-voting confirmations</b>	<b>100</b>	<b>2,930,526</b>
	(i) Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	93	2,929,973
	<b>Percentage (%) of Assent</b>		<b>99.98%</b>
	(ii) Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	7	553
	<b>Percentage (%) of Dissent</b>		<b>0.02%</b>





**DETAILS OF VOTING RESULTS**

<b>Date of Meeting (Last Date of receipt of Postal Ballot Forms/E-voting)</b>	March 27, 2019
<b>Total number of shareholders on record date (cut-off date): 15<sup>th</sup> February, 2019</b>	10,187
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group Public	N.A.
<b>No. of shareholders attended the meeting through Video Conferencing</b> 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 Tuesday, February 26, 2019 up to 5.00 PM on Wednesday, March 27, 2019; 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*  
**Mittal Mehta**  
Company Secretary  
M. No. F7848



**Place: Mumbai**  
**Date: 29/03/2019**



Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**GMM Pfaudler Limited**

1 - Continuation of directorship and reappointment of  
Dr. Amrita Patel (DIN 00065052), Non-Executive &  
Independent Director, who has attained the age

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?	No	Category	Mode of Voting	No. of shares held [1]	% of Votes Polled		No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in	
					No. of votes polled [2]	shares on outstanding [3]= $\frac{[2]}{[1]} \times 100$			favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	on votes against [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group			E-Voting	2740800	25.0002	2740800	0	0	100.0000	0.0000
			Poll	0	0.0000	0	0	0	0.0000	0.0000
			Postal Ballot	0	0.0000	0	0	0	0.0000	0.0000
			<b>Total</b>	<b>2740800</b>	<b>25.0002</b>	<b>2740800</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions			E-Voting	146863	71.5965	146863	0	0	100.0000	0.0000
			Poll	0	0.0000	0	0	0	0.0000	0.0000
			Postal Ballot	0	0.0000	0	0	0	0.0000	0.0000
			<b>Total</b>	<b>146863</b>	<b>71.5965</b>	<b>146863</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions			E-Voting	31207	0.9047	31031	176	0	99.4360	0.5640
			Poll	0	0.0000	0	0	0	0.0000	0.0000
			Postal Ballot	12441	0.3607	12064	377	0	96.9697	3.0303
			<b>Total</b>	<b>43648</b>	<b>1.2654</b>	<b>43095</b>	<b>553</b>	<b>98.7330</b>	<b>1.2662</b>	
<b>Total</b>				<b>14617500</b>	<b>20.0534</b>	<b>2930758</b>	<b>553</b>	<b>99.9811</b>	<b>0.0189</b>	



**GMM Pfaudler Limited**

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.

Resolution Required : (Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No							
				No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
		Promoter and Promoter Group	E-Voting Poll	10963125	2740800	25.0002	2740800	0	0	100.0000	0.0000
			Postal Ballot	0	0	0.0000	0	0	0	0.0000	0.0000
			<b>Total</b>	<b>2740800</b>	<b>25.0002</b>	<b>2740800</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
			E-Voting Poll	146863	71.5965	146863	0	0	100.0000	0.0000	0.0000
		Public Institutions	Postal Ballot	205126	0	0.0000	0	0	0	0.0000	0.0000
			<b>Total</b>	<b>146863</b>	<b>71.5965</b>	<b>146863</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
			E-Voting Poll	3449249	31207	0.9047	31031	176	99.4360	0.5640	0.0189
		Public Non Institutions	Postal Ballot	12216	0.3542	11839	377	96.9139	3.0861	1.2728	0.0189
			<b>Total</b>	<b>43423</b>	<b>1.2589</b>	<b>42870</b>	<b>553</b>	<b>98.7265</b>	<b>1.2728</b>	<b>0.0189</b>	<b>0.0189</b>
		<b>Total</b>		<b>14617500</b>	<b>2931086</b>	<b>20.0519</b>	<b>2930533</b>	<b>553</b>	<b>99.9811</b>	<b>0.0189</b>	<b>0.0189</b>



**GMM Pfaudler Limited**

3 - Continuation of directorship of Mr. Khurshed Thanawalla (DIN 00201749), Non- Executive Director, who has attained the age of 75 years, after

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held [1]	% of Votes Polled		No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in		% of Votes against on votes polled [7]={[5]/[2]}*100
			No. of votes polled [2]	on outstanding shares [3]={[2]/[1]}*100			favour on votes polled [6]={[4]/[2]}*100	on votes polled	
Promoter and Promoter Group	E-Voting	2740800	2740800	25.0002	2740800	0	100.0000	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	<b>Total</b>	<b>2740800</b>	<b>2740800</b>	<b>25.0002</b>	<b>2740800</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	146863	146863	71.5965	146863	0	100.0000	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot	205126	0	0.0000	0	0	0.0000	0.0000	0.0000
	<b>Total</b>	<b>146863</b>	<b>146863</b>	<b>71.5965</b>	<b>146863</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	31207	31207	0.9047	31031	176	99.4360	0.5640	0.5640
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot	3449249	11656	0.3379	11279	377	96.7656	3.2344	3.2344
	<b>Total</b>	<b>14617500</b>	<b>2930526</b>	<b>1.2427</b>	<b>42310</b>	<b>553</b>	<b>98.7098</b>	<b>1.2915</b>	<b>1.2915</b>
	<b>Total</b>			<b>20.0481</b>	<b>2929973</b>	<b>553</b>	<b>99.9811</b>	<b>0.0189</b>	<b>0.0189</b>

