

**GMM PFAUDLER LIMITED**

**CIN: L29199GJ1962PLC001171**

**Registered Office:** Vithal Udyognagar, Anand - Sojitra Road, Karamsad – 388325, Gujarat

**Email:** investorservices@gmmpfaudler.com; **website:** www.gmmpfaudler.com

**Tel:** +91 2692 661700/ 230416/ 230516

**POSTAL BALLOT NOTICE**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 along with such other applicable circulars issued by MCA (hereinafter referred to as “**MCA Circulars**”), and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the Members of GMM Pfaudler Limited (“Company”) by passing resolutions through postal ballot only through remote e-voting. Accordingly, the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members.

The proposed resolutions and the explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board at its meeting held on November 7, 2024 and February 6, 2025, appointed Mr. Jayesh M. Shah (Membership No. FCS 5637), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai, as the scrutinizer (“Scrutinizer”) for ensuring the remote e-voting process be carried out in a fair and transparent manner.

In accordance with the MCA Circulars, SEBI circulars and Regulation 44 of the Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Shareholders whose e-mail address is not registered with the Company/Depositories are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

The Postal Ballot notice is placed on the website of the Company at [www.gmmpfaudler.com](http://www.gmmpfaudler.com), on the website of the Registrar & Share Transfer Agent at [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and shall also be available on the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Ltd (“BSE”) and National Stock Exchange of India Ltd (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The Company has appointed MUFG Intime India Pvt. Ltd. (*formerly known as Link Intime India Pvt. Ltd.*), Registrar and Share Transfer Agent of the Company, for providing/ facilitating remote e-voting facility to enable the Members to cast their votes electronically on the resolutions proposed to be passed under the Postal Ballot process. The instructions for e-voting are provided hereunder on pages 12 - 17.

In the event, Resolutions as set out in the Notice is assented to by requisite majority by means of remote e-voting process, it shall be deemed to have been passed as Special Business at the General Meeting convened in that behalf. The resolutions, if passed by requisite majority, it shall be deemed to have been passed on last date of remote e-voting.

The remote e-voting period will commence from 9:00 a.m. (IST) on Wednesday, February 12, 2025 and will be concluded at 5:00 p.m. (IST) on Thursday, March 13, 2025. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before March 15, 2025.

The said results along with the Scrutinizer's Report would be intimated to BSE and NSE, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website i.e. [www.gmmpfaudler.com](http://www.gmmpfaudler.com).

## **PROPOSED RESOLUTIONS:**

### **1. Re-appointment of Ms. Bhawana Mishra (DIN: 06741655) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), Regulations 16(1)(b), 17(1C), 25(2A) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary, Ms. Bhawana Mishra (DIN: 06741655), who was appointed as an Independent Director on the Board of Directors of the Company effective April 1, 2020 for first term of five consecutive years by the Shareholders of the Company through Postal Ballot dated March 20, 2020 and to hold office up to and including March 31, 2025, and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of Members of the Company be and is hereby accorded for re-appointment of Ms. Bhawana Mishra (DIN: 06741655), in the capacity of Independent Director of the Company for a second term of five consecutive years w.e.f. April 1, 2025 up to and including March 31, 2030, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company."

### **2. Re-appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), Regulations 16(1)(b), 17(1C), 25(2A) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and

Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary, Mr. Vivek Bhatia (DIN: 08166667), who was appointed as an Independent Director on the Board of Directors of the Company effective April 1, 2020 for first term of five consecutive years by the Shareholders of the Company through Postal Ballot dated March 20, 2020 and to hold office up to and including March 31, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Vivek Bhatia (DIN: 08166667), in the capacity of Independent Director of the Company for a second term of five consecutive years w.e.f. April 1, 2025 up to and including March 31, 2030, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company.”

**3. Appointment of Mr. Raghav Ramdev (DIN: 09043096) as a Non-Executive, Non-Independent Director of the Company**

To consider and thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 149, 152 and 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), Regulations 17(1C) and such other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary, Mr. Raghav Ramdev (DIN: 09043096), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from February 6, 2025 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) of the Company.”

**By order of the Board of Directors  
of GMM Pfaudler Limited**

**Sd/-**

**Mittal Mehta**

**Company Secretary**

**Membership No. FCS 7848**

**Place: Mumbai**

**Date: February 11, 2025**

#### NOTES:

1. The Explanatory Statements setting out the material facts pursuant to Sections 102 and 110 of the Act and the other applicable provisions of the Act for the proposed Resolutions are annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. In compliance with the MCA Circulars, this postal ballot notice is being sent by e-mail to all the Members, whose names appear on the Register of Members/list of beneficial owners as received from National Securities Depository Ltd (“NSDL”) and Central Depository Services (India) Ltd (“CDSL”) as on February 7, 2025 (the “**Cut-Off Date**”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. (*formerly known as Link Intime India Pvt. Ltd.*) (“RTA”).
3. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members holding shares in demat mode may update their e-mails addresses with their Depository Participants. Members holding physical shares may get their email addresses registered with RTA, MUFG Intime India Pvt. Ltd. (*formerly known Link Intime India Pvt. Ltd.*), by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail/ bank registration heading and follow the registration process as guided therein.
4. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.
5. The postal ballot notice is placed on the website of the Company at [www.gmmpfaudler.com](http://www.gmmpfaudler.com), on the website of the RTA at [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and shall also be available on the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
6. A copy of the draft letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company at: [https://www.gmmpfaudler.com/file/Letter\\_of\\_appointment\\_to\\_Independent\\_Directors.pdf](https://www.gmmpfaudler.com/file/Letter_of_appointment_to_Independent_Directors.pdf)
7. All document(s) referred to in the Notice and Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice up to the conclusion of the remote e-voting period i.e. March 13, 2025. Members seeking to inspect such documents may send a request to [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com) mentioning their name, Folio No./ Client ID, DP ID and the documents they wish to inspect.
8. The Members are requested to read the instructions carefully and complete the remote e-voting. The voting through electronic means will commence on February 12, 2025 at 9:00 a.m. (IST) and will conclude on March 13, 2025 at 5:00 p.m. (IST). A Member cannot exercise his/her vote through proxy.
9. The Board at its meeting held on November 7, 2024 and February 6, 2025, has appointed Mr. Jayesh M. Shah (Membership No. FCS 5637), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai, as the scrutinizer (“Scrutinizer”) for conducting the remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other authorized officer of the Company. The results of the remote e-voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/ Company Secretary on or before March 15, 2025.

10. In terms of Secretarial Standard – 2 on general meetings issued by the Institute of Company Secretaries of India resolutions, if passed by the Members through postal ballot, are deemed to have been duly passed on the last date specified for the remote e-voting i.e. March 13, 2025.
11. The results of the postal ballot will be placed on the Company’s website at [www.gmmpfaudler.com](http://www.gmmpfaudler.com), the website of the RTA at [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE, in accordance with the provisions of SEBI Listing Regulations.
12. In case of any query/grievance in connection with the postal ballot including e-voting, Members may contact the RTA by e-mail at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or call on 022-49186175.
13. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in the State of Gujarat (in vernacular language, i.e. Gujarati).
14. Instructions and other information relating to remote e-voting is provided under the section “Electronic Voting Particulars”.

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

**Item No. 1: Re-appointment of Ms. Bhawana Mishra (DIN: 06741655) as an Independent Director of the Company:**

Ms. Bhawana Mishra was appointed as an Independent Director by the Shareholders via Postal Ballot dated March 20, 2020, for first term of five years, effective from April 1, 2020, up to and including March 31, 2025. As her first term nears its conclusion, Ms. Mishra is eligible for re-appointment for a second term for five consecutive years, from April 1, 2025, up to and including March 31, 2030.

During the process of evaluation of appointments on the Board, the Nomination and Remuneration Committee (NRC) follows the Nomination, Remuneration & Evaluation Policy and carefully considers a range of factors including candidate's experience and expertise across various industries, leadership qualities, diversity, and the skill matrix, while ensuring compliance with statutory requirements.

While evaluating Ms. Mishra's re-appointment on the Board, the NRC acknowledged her significant contributions during her initial term. The Committee considered her leadership qualities, strategic vision, expertise in talent and leadership development, financial and general management acumen, as well as her extensive experience in organizational transformation.

Following the thorough performance evaluation, the Board of Directors at their meeting held on November 7, 2024 and based on the NRC's recommendation, approved re-appointment of Ms. Mishra as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years, from April 1, 2025, until March 31, 2030, subject to the approval of the Members. During the NRC and Board meetings, Ms. Mishra abstained from both the discussion and voting on the matter related to her re-appointment.

The Company has also received written consent from Ms. Mishra for her re-appointment and necessary declarations under Sections 164 and 149(6) of the Companies Act, 2013, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. Furthermore, Ms. Mishra has confirmed that she is not disqualified from holding the office of Director by any SEBI order or other regulatory authority and is registered in the Independent Director's databank maintained by the Indian Institute of Corporate Affairs.

In compliance with the Companies Act, 2013, the Company also received a notice from a shareholder, pursuant to Section 160, proposing Ms. Mishra's candidature as an Independent Director.

In the opinion of the Board, Ms. Mishra fulfills the conditions specified in the Act, its rules framed thereunder and SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management. Accordingly, the Board recommends the resolution as set out in Item No. 1 for approval of the Members, as a Special Resolution.

The required details including a brief profile of Ms. Mishra, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

A copy of the draft letter of appointment for Independent Directors, outlining the terms and conditions of their appointment, is available for inspection on the Company's website at: [https://www.gmmpfaudler.com/index.php/file/Letter\\_of\\_appointment\\_to\\_Independent\\_Directors.pdf](https://www.gmmpfaudler.com/index.php/file/Letter_of_appointment_to_Independent_Directors.pdf)

Except Ms. Bhawana Mishra and her relatives to the extent of their shareholding interest, if any in the Company, none of the other Director(s) and Key Managerial Personnel(s) and Promoter(s) or their relatives, directly or indirectly, concerned or interested in the said resolution.



**Item No. 2: Re-appointment of Mr. Vivek Bhatia (DIN: 08166667) as an Independent Director of the Company:**

Mr. Vivek Bhatia was appointed as an Independent Director by the Shareholders via Postal Ballot dated March 20, 2020, for first term of five years, effective from April 1, 2020, up to and including March 31, 2025. As his first term nears its conclusion, Mr. Bhatia is eligible for re-appointment for a second term for five consecutive years, from April 1, 2025, up to and including March 31, 2030.

During the process of evaluation of appointments on the Board, the Nomination and Remuneration Committee (NRC) follows the Nomination, Remuneration & Evaluation Policy and carefully considers a range of factors including candidate's experience and expertise across various industries, leadership qualities, diversity, and the skill matrix, while ensuring compliance with statutory requirements.

While considering Mr. Bhatia's re-appointment to the Board, the NRC recognized his valuable contributions during his initial term. The Committee evaluated his leadership skills, strategic vision, expertise in diversification and technology transfer, as well as his proficiency in working capital, financial and general management.

Following the thorough performance evaluation, the Board of Directors at their meeting held on November 7, 2024 and based on the NRC's recommendation, approved re-appointment of Mr. Bhatia as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years, from April 1, 2025, until March 31, 2030, subject to the approval of the Members. During the NRC and Board meetings, Mr. Bhatia abstained from both the discussion and voting on the matter related to his re-appointment.

The Company has also received written consent from Mr. Bhatia for his re-appointment and necessary declarations under Sections 164 and 149(6) of the Companies Act, 2013, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. Furthermore, Mr. Bhatia has confirmed that he is not disqualified from holding the office of Director by any SEBI order or other regulatory authority and is registered in the Independent Director's databank maintained by the Indian Institute of Corporate Affairs.

In compliance with the Companies Act, 2013, the Company also received a notice from a shareholder, pursuant to Section 160, proposing Mr. Bhatia's candidature as an Independent Director.

In the opinion of the Board, Mr. Bhatia fulfills the conditions specified in the Act, its rules framed thereunder and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Accordingly, the Board recommends the resolution as set out in Item No. 2 for approval of the Members, as a Special Resolution.

The required details including a brief profile of Mr. Bhatia, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

A copy of the draft letter of appointment for Independent Directors, outlining the terms and conditions of their appointment, is available for inspection on the Company's website at: [https://www.gmmpfaudler.com/index.php/file/Letter\\_of\\_appointment\\_to\\_Independent\\_Directors.pdf](https://www.gmmpfaudler.com/index.php/file/Letter_of_appointment_to_Independent_Directors.pdf)

Except Mr. Vivek Bhatia, and his relatives to the extent of their shareholding interest, if any in the Company, none of the other Director(s) and Key Managerial Personnel(s) and Promoter(s) or their relatives, directly or indirectly, concerned or interested in the said resolution.

**Item No. 3: Appointment of Mr. Raghav Ramdev (DIN:09043096) as a Non-Executive, Non-Independent Director of the Company:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Raghav Ramdev (DIN: 09043096) as an Additional Director in the category of Non-Executive, Non-Independent Director, effective from February 6, 2025, subject to the approval of the shareholders.

In terms of Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, listed entity shall ensure that the approval of the Members for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

During the process of evaluation of appointments on the Board, the NRC follows the Nomination, Remuneration & Evaluation Policy and carefully considers a range of factors including candidate's experience and expertise across various industries, leadership qualities, diversity, and the skill matrix, while ensuring compliance with statutory requirements.

While evaluating Mr. Ramdev's appointment, the NRC and the Board have considered, among other factors, his expertise & experience in leading investments in diverse sectors like manufacturing and healthcare, which will enable him to offer valuable insights.

The Company has also received written consent from Mr. Ramdev for his appointment and necessary declarations under Sections 164 and 149(6) of the Companies Act, 2013, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. Furthermore, Mr. Ramdev has confirmed that he is not disqualified from holding the office of Director by any SEBI order or other regulatory authority.

In compliance with the Companies Act, 2013, the Company also received a notice from a shareholder, pursuant to Section 160, proposing Mr. Ramdev's candidature as a Non-Executive, Non-Independent Director, liable to retire by rotation.

Keeping in view the above, consent of the Members for the appointment of Mr. Ramdev as a Non-Executive, Non-Independent Director, liable to retire by rotation, is sought by way of Ordinary Resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

The required details including a brief profile of Mr. Ramdev, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

Except Mr. Raghav Ramdev, and his relatives to the extent of their shareholding interest, if any in the Company, none of the other Director(s) and Key Managerial Personnel(s) and Promoter(s) or their relatives, directly or indirectly, concerned or interested in the said resolution.

**By order of the Board of Directors  
of GMM Pfaudler Limited**

**Sd/-  
Mittal Mehta  
Company Secretary  
Membership No. FCS 7848**

**Place: Mumbai  
Date: February 11, 2025**



## 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	Ms. Bhawana Mishra	Mr. Vivek Bhatia	Mr. Raghav Ramdev
DIN	06741655	08166667	09043096
Date of Birth	November 18, 1974	November 21, 1977	April 16, 1978
Age	50	47	46
Professional Experience	<p>Ms. Bhawana Mishra is the Founder Director of BasilTree Consulting Private Limited, a firm that works with the biggest names in corporate India in defining talent strategy, identifying and building leadership acumen, and supporting individuals and teams to actualise their potential in line with the business strategy.</p> <p>Ms. Mishra has over 26 years of experience across industries, as a talent and leadership development specialist. She started her career with hands-on work in talent management, strategic change and organizational transformation, and her clients include CXOs and business leaders of a large number of Indian and multinational companies.</p>	<p>Mr. Vivek Bhatia is the Managing Director and Chief Executive Officer of TKIL Industries Pvt. Ltd. Prior to joining Thyssenkrupp, Mr. Bhatia was with Boston Consulting Group, India where he worked extensively in the capital goods sector with clients in India and abroad on a wide canvas of topics.</p> <p>Mr. Bhatia has over 26 years of experience across multiple business functions including strategy, operations and organization in the areas such as growth/diversification, joint ventures &amp; technology transfers, business turnaround/transformation, working capital management, operations design and reengineering, organization design and performance management systems. In 2013, he was awarded a BCG Olympics Gold Medal for the most insightful and impactful client work in the region.</p>	<p>Mr. Raghav Ramdev is the Managing Director of ChrysCapital, one of India's leading private equity firms. With over 20 years of experience in the investment sector, Mr. Ramdev has extensive expertise in managing and advising on private equity investments across a wide range of industries in India. Prior to joining ChrysCapital, Mr. Ramdev was part of the global research division at McKinsey &amp; Company for two years. Throughout his career, Mr. Ramdev has led notable investments in sectors such as manufacturing and healthcare.</p>
Qualifications	M.A. Applied Psychology (specialization in Organizational Behavior) from the University of Delhi, 1997 and has a	MBA (from IIM Calcutta), M. Tech. (Gold Medalist from IIT Delhi) and B.E. (with honors from University from Delhi).	MBA from Management Development Institute, Gurgaon and a Bachelor's degree in Chemical

	Level B Certification in Occupational Assessments from the British Physiological Society.		Engineering from Baroda University.
Expertise in specific functional area	Talent and leadership development specialist.	Business strategy, operations and organization in growth/diversification, joint ventures & technology transfers.	Expertise in managing and advising on private equity investments.
Date of first appointment on the Board	April 1, 2020	April 1, 2020	February 6, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	NIL	NIL	NIL
Terms and conditions of appointment/ continuation of Directorship	For a continuous term of five years w.e.f. April 1, 2025, up to and including March 31, 2030 and not liable to retire by rotation.	For a continuous term of five years w.e.f. April 1, 2025, up to and including March 31, 2030 and not liable to retire by rotation.	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
Details of last remuneration drawn (FY24)	Sitting fees - INR 11 Lakhs Commission - INR 13 Lakhs	Sitting fees - INR 12 Lakhs Commission - INR 13 Lakhs	Not Applicable
Details of proposed remuneration	Sitting fees & Commission as approved by the Board, in accordance with the applicable provisions of law	Sitting fees & Commission as approved by the Board, in accordance with the applicable provisions of law	NIL
Inter-se Relationship between <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Personnel</li> </ul>	Not Applicable	Not Applicable	Not Applicable
Number of Meetings of the Board attended during the FY25	07	06	01
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of the Company	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee (Chairperson)</li> <li>• Stakeholder Relationship Committee (Member)</li> <li>• Nomination and Remuneration Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Risk Management Committee (Chairman)</li> </ul>	NIL
Other Companies in which she/he is a Director excluding	Jivagro Limited	NIL	<ol style="list-style-type: none"> <li>1. New Delhi Centre for Sight Limited;</li> <li>2. Safex Chemicals</li> </ol>

Directorship in Private and Section 8 Companies			(India) Limited.
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of other Public Ltd Companies in which he is a Director	Not Applicable	Not Applicable	<ul style="list-style-type: none"> <li>• Member of Nomination &amp; Remuneration Committee of Safex Chemicals (India) Limited.</li> <li>• Member of Audit and Nomination &amp; Remuneration Committee of New Delhi Centre for Sight Limited.</li> </ul>
Listed entity from which the Director has resigned in the past three years	NIL	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Ms. Mishra brings with her expertise in talent and leadership development, strong financial and general management skills, and a vast background in organizational transformation.	Mr. Bhatia brings with him leadership abilities, a strategic vision, expertise in diversification and technology transfer, along with proficiency in working capital, financial management, and general management.	Mr. Ramdev brings with him expertise and experience in leading investments across diverse sectors, including manufacturing and healthcare.

### Electronic Voting Particulars

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on Resolutions proposed to be passed through this postal ballot notice.
2. The cut-off date for the purpose of remote e-voting is on February 7, 2025.
3. The remote e-voting facility will be available during the following voting period:  
Commencement Date & time: Wednesday, February 12, 2024 at 09:00 a.m. (IST).  
Conclusion Date & time: Thursday, March 13, 2025 at 05:00 p.m. (IST).
4. Mr. Jayesh Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries (Membership No. F 5637) has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
5. For the purpose of remote e-voting, the Company has availed the electronic voting platform of the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. (*formerly known as Link Intime India Pvt. Ltd.*).

Pursuant to SEBI circular on e-Voting facility provided by listed Companies, Individual shareholders holding securities in demat mode can vote through:

- a) their demat account; or
- b) the facility provided by their respective depositories and/or depository participants.

Shareholders are advised to update their mobile number and e-mail Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	<p><b><u>Existing NSDL IDeAS users:</u></b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter your existing User ID and Password and click on "Login'.</li> <li>• After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.</li> <li>• Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b><u>Not registered for IDeAS e-Services:</u></b></p> <ul style="list-style-type: none"> <li>• Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Proceed with updating the required fields.</li> <li>• Post successful registration, you will be provided with Login ID and password.</li> </ul>

	<ul style="list-style-type: none"> <li>• After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>• Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b><u>Shareholders directly visiting the e-voting website of NSDL:</u></b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>• Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>• Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>• Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>• Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<p><b><u>Existing users who have opted for Easi/ Easiest facility:</u></b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>• Click on New System Myeasi Tab</li> <li>• Login with existing my easi username and password</li> <li>• After successful login you will be able to see the e-Voting option. The e-voting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</li> <li>• Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b><u>If the user is not registered for CDSL Easi/Easiest faciity:.</u></b></p> <p>Option to register is available at at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <ul style="list-style-type: none"> <li>• To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>• Proceed with updating the required fields.</li> <li>• Post registration, user will be provided username and password.</li> <li>• After successful login, user able to see e-voting menu.</li> <li>• Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b><u>Shareholders directly visiting the e-voting website of CDSL:</u></b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>• Go to e-voting tab.</li> <li>• Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> </ul>

	<ul style="list-style-type: none"> <li>• System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>• After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
<p><b>Individual Shareholders (holding securities in Demat mode) &amp; login through their Depository participants (“DP”)</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• After Successful login, user shall navigate through “e-voting” option.</li> <li>• Click on e-voting option, you will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</li> <li>• After successful authentication, click on “MUFG Intime/ Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
<p><b>Individual Shareholders holding securities in Physical mode/ Non-Individual shareholders holding securities in demat mode</b></p>	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register for InstaVote as under:</p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -             <ol style="list-style-type: none"> <li><b>A. User ID:</b> NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <ul style="list-style-type: none"> <li>• <i>Shareholders/ members holding shares in <b>physical form</b> but have not recorded information under ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></li> <li>• <i>Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</i></li> </ul> <ol style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Enter Image Verification (CAPTCHA) Code</li> <li>▶ Click “Submit” (Your have now registered on InstaVote).</li> </ol> </li> </ol>



	<p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select <b>'View'</b> icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option <b>'Favour / Against'</b> (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on <b>'Submit'</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>'Yes'</b>, else to change your vote, click on 'No' and accordingly modify your vote.</li> </ol>
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### **Institutional shareholders (Custodian/ Corporate Body/ Mutual Fund):**

#### **STEP 1**

- Visit URL: <https://instavote.linkintime.co.in>
- Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Investor Mapping"** tab under the Menu Section
- Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

  - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

Corporate shareholders can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Votes Entry"** tab under the Menu section.
- Enter the **"Event No."** for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".

- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

## METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## HELPDESK

### Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact the Link Intime ‘INSTAVOTE’ helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## FORGOT PASSWORD

### Individual Shareholders holding securities in Physical mode / Institutional shareholders holding shares in demat mode:

Shareholders holding securities in Physical mode/ **Institutional shareholders holding shares in demat mode** have forgotten the USER ID [Login ID] or Password or both then the Shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case Shareholders have a valid email address, Password will be sent to his/ her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN,*

DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### User ID

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL who has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website:

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.