



GMM PFAUDLER LIMITED

CIN: L29199GJ1962PLC001171

Registered Office & Works: Vithal Udyognagar, Anand - Sojitra Road, Karamsad - 388325

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ADDENDUM TO THE NOTICE OF 62ND ANNUAL GENERAL MEETING

The 62nd Annual General Meeting ("**AGM**") of the Members of GMM Pfaudler Limited ("**the Company**") is scheduled to be held on Friday, August 1, 2025, at 12:00 noon (IST) through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**"). The Notice of the 62nd AGM ("**AGM Notice**") was dispatched to the Members of the Company on July 8, 2025, in due compliance with the provisions of the Companies Act, 2013 ("**the Act**"), and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

This document is an addendum to the Notice and Explanatory Statement for the Company's 62nd Annual General Meeting. It should be read in conjunction with the Company's AGM Notice dated May 21, 2025. Capitalised terms in this addendum have the meaning given in the AGM Notice.

There is no change to the date or time of the meeting, which is to be held as a virtual meeting on Friday, August 1, 2025, at 12:00 noon (IST).

ADDITIONAL INFORMATION TO THE EXPLANATORY STATEMENT FOR ITEM NO. 7

Item no. 7 of the AGM Notice pertains to seeking approval of the Members for entering into Related Party Transaction with the wholly owned subsidiaries of the Company.

As per the proposed arrangement, the Company will incur a portion of the remuneration being paid to Mr. Gregory Gelhaus, a related party, for his role as the Chief Transformation Officer of the GMM Pfaudler Group (**CTO**), which will be paid by the Company to its wholly owned subsidiary(ies) as part of the service agreement entered amongst the Company and its wholly owned subsidiaries at such terms and conditions, as set out in the explanatory statement annexed to the AGM notice.

As provided in the explanatory statement to the AGM notice, the remuneration payable to Mr. Gregory Gelhaus consists of a fixed base salary of CHF 649,000 per annum, along with a short-term incentive of 50% of the fixed base salary and a long-term incentive as applicable to all other CXOs, in accordance with the Company's policies.

The Members may note that for greater alignment with the Member's interests and to bring more clarity on the remuneration to Mr. Gregory Gelhaus during the term of his appointment as a CTO, the Company has determined to supplement the information contained in the Explanatory Statement to the AGM Notice provided to Members in relation to the matters set out in this Amendment to the AGM Notice.

The key revision is as below:

Existing Point in the Explanatory Statement to Item No. 7 on Page 19

- The remuneration consists of a fixed base salary of CHF 649,000 per annum, along with a short-term incentive of 50% of the fixed base salary and a long-term incentive as applicable to all other CXOs, in accordance with the Company's policies.

Revised Point in the Explanatory Statement to Item No. 7 on Page 19

- The remuneration consists of a fixed base salary of CHF 649,000 per annum, along with a short-term incentive of **maximum** 50% of the fixed base salary and a long-term incentive **of up to a maximum of CHF 500,000** to be paid in August 2027, subject to the achievement of defined Key Performance Indicators, including specific thresholds related to revenue, EBITDA, Return On Capital Employed and strategic initiatives for FY26 and FY27, as applicable to other CXOs, in accordance with the Company's policies.
- Mr. Gelhaus is designated as a Senior Management Personnel (SMP) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his remuneration will be reviewed and approved by the NRC on an annual basis.

This Amendment is also being published in the Economic Times (English) and Naya Padkar (Gujarati) and will also be made available on website of both the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. and on the website of the Company at

<https://www.gmmpfaudler.com/investors/shareholders-center/shareholders-meetings>.

All other contents of the AGM Notice, save and except as modified or supplemented by this Amendment, shall remain unchanged.

By Order of the Board of Directors
For GMM Pfaudler Limited

Place: Mumbai
Date: July 21, 2025
Registered Office: Vithal Udyognagar,
Anand-Sojitra Road, Karamsad – 388 325,
Gujarat, India

Sd/-
Mittal Mehta
Company Secretary
Membership No. F7848