

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L29199GJ1962PLC001171

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCG0563A

(ii) (a) Name of the company

GMM PFAUDLER LIMITED

(b) Registered office address

VITHAL UDYOGNAGAR
KARAMSAD
Gujarat
388325
India



(c) *e-mail ID of the company

investorservices@gmmpfaudler.com



(d) *Telephone number with STD code

02266503900

(e) Website

www.gmmpfaudler.com

(iii) Date of Incorporation

17/11/1962

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	National Stock Exchange of India Ltd	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100




III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

21

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Mavag AG		Subsidiary	100
2	GMM International S.a.r.l		Subsidiary	100

3	Pfautler GmbH		Subsidiary	100
4	Pfautler S.r.l		Subsidiary	100
5	Pfautler Limited		Subsidiary	100
6	Pfautler Services Benelux B.V		Subsidiary	100
7	Pfautler Private Limited		Subsidiary	100
8	Pfautler Ltda		Subsidiary	100
9	Pfautler S.A. de C.V.		Subsidiary	100
10	Pfautler (Chang Zhou) Process 		Subsidiary	100
11	GMM Pfautler US Inc		Subsidiary	100
12	Pfautler Normag Systems GmbH 		Subsidiary	100
13	Pfautler Interseal GmbH		Subsidiary	100
14	Pfautler France S.a.r.l		Subsidiary	100
15	Edlon Inc		Subsidiary	100
16	Glasteel Parts and Seives, Inc.		Subsidiary	100
17	GMM Pfautler Foundation		Subsidiary	100
18	Hydro Air Research Italia S.r.l. (I) 		Subsidiary	100
19	Mixel France SAS (France)		Subsidiary	100
20	Mixel Agitator Co. Ltd. (China)		Subsidiary	100
21	GMM Pfautler JDS LLC		Subsidiary	51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) * SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	44,957,224	44,957,224	44,957,224
Total amount of equity shares (in Rupees)	100,000,000	89,914,448	89,914,448	89,914,448

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	50,000,000	44,957,224	44,957,224	44,957,224
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	100,000,000	89,914,448	89,914,448	89,914,448

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	222,695	14,394,805	14617500	29,235,000	29,235,000	
Increase during the year	434,044	29,933,705	30367749	60,735,498	60,735,498	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	434,044	28,800,956	29235000	58,470,000	58,470,000	0

iv. Private Placement/ Preferential allotment	0	1,104,724	1104724	2,209,448	2,209,448	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	28,025	28025	56,050	56,050	
Shares converted into Demat during the year						
Decrease during the year	28,025	0	28025	56,050	56,050	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	28,025	0	28025	56,050	56,050	
Shares converted into Demat during the year						
At the end of the year	628,714	44,328,510	44957224	89,914,448	89,914,448	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year)

Type of transfer

1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred

Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name

Surname

middle name

first name

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)				
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor				
Transferor's Name				
	Surname	middle name	first name	
Ledger Folio of Transferee				
Transferee's Name				
	Surname	middle name	first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

10,747,900,000

(ii) Net worth of the Company

7,079,800,000

VI. (a) *SHARE HOLDING PATTERN - Promoters


S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,887,172	8.65	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,768,553	28.4	0	
10.	Others Trust	759,375	1.69	0	
	Total	17,415,100	38.74	0	0

Total number of shareholders (promoters)

12

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,023,377	24.52	0	
	(ii) Non-resident Indian (NRI)	643,585	1.43	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	296,029	0.66	0	
4.	Banks	675	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	8,971,784	19.96	0	
7.	Mutual funds	3,651,992	8.12	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,910,680	4.25	0	
10.	Others Alternate Investment Fund: 	1,044,002	2.32	0	

	Total	27,542,124	61.26	0	0
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Total number of shareholders (other than promoters) 110,469

**Total number of shareholders (Promoters+Public/
Other than promoters)** 110,481

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	12	12
Members (other than promoters)	86,477	110,469
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	3	1	3	1.16	0.05
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	7	1	7	1.16	0.05

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PRAKASH KRISHNAJI	00196106	Director	0	
TARAK ASHOK PATEL	00166183	Director	521,880	
ASHOK JETHABHAI P	00165858	Director	20,235	
NAKUL TOSHNIWAL	00350112	Director	0	
HARSH GUPTA	02434051	Director	0	
BHAWANA MISHRA	06741655	Director	0	
VIVEK BHATIA	08166667	Director	0	
MALTE URS PETER W	09164705	Director	0	
MANISH PODDAR	AAGPP6584J	CFO	0	
MITTAL K MEHTA	AFQPD2447B	Company Secretary	0	
ASEEM KULDIP JOSHI	ABDPJ4360Q	CEO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PRAKASH KRISHNAJI	00196106	Additional director	25/05/2022	Appointment
PRAKASH KRISHNAJI	00196106	Director	19/09/2022	Change in designation
SIVARAM SWAMINATHAN	00009900	Director	19/09/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	01/09/2022	99,710	31	
Annual General Meeting	19/09/2022	101,165	35	

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2022	8	8	100
2	28/07/2022	9	9	100
3	04/08/2022	9	8	88.89
4	03/11/2022	8	8	100
5	03/11/2022	8	8	100
6	17/12/2022	8	7	87.5
7	02/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2022	4	4	100
2	Audit Committee	28/07/2022	4	4	100
3	Audit Committee	04/08/2022	5	4	80
4	Audit Committee	03/11/2022	4	4	100
5	Audit Committee	02/02/2023	4	4	100
6	Stakeholders Forum	25/05/2022	3	3	100
7	Stakeholders Forum	03/11/2022	3	3	100
8	Nomination and Remuneration Committee	24/05/2022	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	02/02/2023	4	4	100
10	Risk Managem	28/07/2022	5	5	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	PRAKASH KR	6	6	100	6	6	100	
2	TARAK ASHO	7	7	100	7	6	85.71	
3	ASHOK JETH	7	7	100	4	4	100	
4	NAKUL TOSH	7	7	100	10	10	100	
5	HARSH GUPT	7	6	85.71	5	5	100	
6	BHAWANA MI	7	7	100	4	4	100	
7	VIVEK BHATI	7	7	100	7	7	100	
8	MALTE URS F	7	6	85.71	7	6	85.71	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	TARAK ASHOK PA	MANAGING DIR	47,600,000	51,000,000	0	0	98,600,000
	Total		47,600,000	51,000,000	0	0	98,600,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANISH PODDAR	CHIEF FINANCIAL	8,988,800	0	0	2,247,200	11,236,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	MITTAL MEHTA	COMPANY SEC +	3,725,602	0	0	558,840	4,284,442
3	ASEEM JOSHI	CHIEF EXECUT +	15,302,400	0	0	6,750,000	22,052,400
	Total		28,016,802	0	0	9,556,040	37,572,842

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAKASH KRISHN +	Non Executive In +	0	1,300,000	0	1,200,000	2,500,000
2	ASHOK PATEL	Non Executive D +	0	0	0	950,000	950,000
3	NAKUL TOSHNIWA +	Non Executive In +	0	1,300,000	0	1,550,000	2,850,000
4	HARSH GUPTA	Non Executive D +	0	1,300,000	0	900,000	2,200,000
5	BHAWANA MISHR +	Non Executive In +	0	1,300,000	0	1,000,000	2,300,000
6	VIVEK BHATIA	Non Executive In +	0	1,300,000	0	1,400,000	2,700,000
7	MALTE URS PETE +	Non Executive D +	0	1,300,000	0	1,150,000	2,450,000
8	SIVARAM SWAMIN +	Non Executive In +	0	650,000	0	900,000	1,550,000
	Total		0	8,450,000	0	9,050,000	17,500,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

JAYESH SHAH

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2535

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00166183

To be digitally signed by

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

COMMITTEE MEETINGS				Attendance	
S. No.	Type of Meeting	Date of meeting	Total No. of Members on the Date of Meeting	No. of Directors attended	% of Attendance
11	Risk Management Committee	16/01/2023	5	5	100
12	Corporate Social Responsibility Committee	24/05/2022	4	4	100
13	Corporate Social Responsibility Committee	03/11/2022	4	4	100
14	Allotment Committee	14/07/2022	4	3	75

GMM Pfaudler Ltd.

Corporate Office: 902 VIOS Tower, New Cuffe Parade, Sewri-Chembur Rd, Mumbai 400037

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

O: +91 22 6650 3900 | F: +91 2692 661888 | CIN: L29199GJ1962PLC001171

W: www.gmmpfaudler.com | E: sales@gmmpfaudler.com