

**GMM PFAUDLER LIMITED**

CIN: L29199GJ1962PLC001171

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

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

**Tel:** +91 2692 661700/ 230416/ 230516; **Fax:** +91 2692 661888/236467

**NOTICE**

**NOTICE** is hereby given that an (01/2022-23) **EXTRAORDINARY GENERAL MEETING** of GMM Pfaudler Limited ("**Company**") will be held on Thursday, September 01, 2022 at 03:00 p.m. (IST) through Video Conferencing/Other Audio-Visual Means organized by the Company, to transact following businesses:

**Item No 1: Approval for loans/ investments/ corporate guarantees by the Company in excess of the limits prescribed under the Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**"RESOLVED THAT** pursuant to Section 186(3) of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations notified thereunder, and in accordance with the articles of association of the Company, the consent of the members of the Company be and is hereby accorded and the board of directors of the Company is hereby authorized: (a) to give loans to body corporates and/or persons or such entities; and (b) to give guarantees and provide security in connection with loans to any other body corporates and persons; and (c) to acquire by way of subscription, purchase and otherwise, the securities and shares of any other companies or body corporates, which may in aggregate exceed 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities premium account of the Company, whichever is higher, but up to: (A) a maximum of INR 600,00,00,000 (Indian Rupees Six Hundred Crores) or (B) the maximum limits so prescribed under Section 186(2) of the Companies Act, 2013, whichever is higher; and that the said limits specified under (A) and (B) would not apply for the matters that are exempted pursuant to the provisions of the Companies Act, 2013 read with the rules thereunder including pursuant to Section 186(3) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules 2014.

**RESOLVED FURTHER THAT** the board of directors of the Company (including any committee or any other persons authorized by the board of directors) be and is hereby authorized to decide the terms, tenure, voting rights, dividend rights, rate of interest and other conditions for the above mentioned loan, guarantee, security, investments etc. from time to time including to disinvest, sell or transfer the investments, securities, give revocable or irrevocable guarantee and securities, do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto including, to sign, execute and register all deeds, agreements, undertakings, applications, representation, documents and writings that may be required, on behalf of the Company and also to delegate the powers to the managing director of the Company or other persons, for matter incidental or necessary, and generally to do all such acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution."

**Item No 2: Approval for borrowings by the Company in excess of the limits prescribed under the Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**“RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and the rules notified thereunder, and other applicable provisions of the Companies Act, 2013 and in accordance with the articles of association of the Company, the consent of the members be and is hereby accorded to the board of directors of the Company to borrow such sum(s) of money (in foreign currency or Indian rupee) from time to time with or without security on such terms and conditions as the board of directors of the Company may think fit (subject to compliance with the provisions of Companies Act, 2013), provided that the borrowings intended to be obtained along with the monies already borrowed by the Company (which are outstanding) in aggregate (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not at any time exceed: (A) a maximum of INR 600,00,00,000; (Indian Rupees Six Hundred Crores) or (B) the maximum limits so prescribed under Section 180(1)(c) of the Companies Act, 2013, whichever is higher that the said limits specified under (A) and (B) would not apply for the matters that are exempted pursuant to the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and the other applicable provisions of the Companies Act 2013 and the rules notified thereunder, the consent of the members of the Company be and is hereby accorded and the board of directors of the Company is hereby authorized to obtain loans within the overall limits approved under Section 180(1)(c) of the Companies Act, 2013 for purposes of undertaking further investments into GMM International S.à.r.l.

**RESOLVED FURTHER THAT** the board of directors of the Company (including any committee or any other persons authorized by the board of directors), be and are hereby authorized to take such steps as may be necessary including but not limited to obtaining requisite approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, agreements, sanction letters, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution.”

**Item No. 3: Approval for creation of security in respect of an undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, and the articles of association of the Company, consent of the members be and is hereby accorded to the board of directors for mortgaging and/or creating charge of (and the consequent sale or disposal of, as applicable) any or all of the immovable and/or movable properties of the Company, wherever situated, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company to or in favour of any of the public or private financial institutions, investment institutions and their subsidiaries, public sector banks, private sector banks, any other companies or bodies corporate and any other lenders and/or trustees for the holders of debentures/bonds/other instruments including any overseas lenders, banks, financial institutions, to secure the amount borrowed by the Company or subsidiary(ies) of the Company from such persons from time to time, for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or its subsidiaries, as applicable, in respect of the said borrowings including the borrowings availed or proposed to be availed by the Company for undertaking additional investments into GMM International S.à.r.l. by way of acquisition of 46% shareholding in GMM International S.à.r.l from: (1) Pfaudler International S.à.r.l for a total cash consideration of INR 149,46,61,094 (Indian Rupees One Hundred Forty Nine Crores Forty-Six Lakhs Sixty-One Thousand Ninety Four) and (2) Millars Concrete Technologies Private Limited in GMM International S.à.r.l (a) for a cash consideration of INR 23,91,05,456 (Indian Rupees Twenty Three Crores Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six) and (b) against the issue and allotment of 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) per equity share of the Company and/or for any

other business purpose of the Company and its subsidiaries provided that the aggregate indebtedness so secured by the assets of the Company does not at any time exceed the value of limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time.

**RESOLVED FURTHER THAT** the board of directors of the Company (including any committee or any other persons authorized by the board), be and are hereby authorized to take such steps as may be necessary including but not limited to obtaining requisite approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, agreements, sanction letters, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution.”

**Item No. 4: Approval of the further acquisition of balance shareholding of GMM International S.à.r.l**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution** (where related parties cannot vote):

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules notified thereunder, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s policy on related party transactions, in accordance with the articles of association of the Company and on receipt of all approvals as may required under applicable laws, consent of the members be and is hereby accorded and the board of directors of the Company is hereby authorized to acquire the common equity shares of GMM International S.à.r.l (“**Acquisition Shares**”), being material related party transaction, in the following manner: (1) 1,09,51,360 (One Crore Nine Lakhs Fifty-One Thousand Three Hundred Sixty) shares from Pfaudler International S.à.r.l for a total cash consideration of INR 149,46,61,094 (Indian Rupees One Hundred Forty Nine Crore Forty-Six Lakhs Sixty-One Thousand Ninety Four) and (2) 1,42,36,768 (One Crore Forty-Two Lakhs Thirty-Six Thousand Seven Hundred Sixty-Eight) shares from Millars Concrete Technologies Private Limited in GMM International S.à.r.l (a) for a cash consideration of INR 23,91,05,456 (Indian Rupees Twenty Three Crore Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six) in lieu of transfer of 17,51,922 (Seventeen Lakhs Fifty-One Thousand Nine Hundred Twenty-Two) shares; and (b) against the issue and allotment 11,04,724 (Eleven lakhs Four Thousand Seven Hundred Twenty-Four) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Four Three) per equity share of the Company to Millars Concrete Technologies Private Limited in lieu of transfer of 1,24,84,846 (One Crore Twenty Four Lakhs Eighty Four Thousand Eight Hundred and Forty Six) common equity shares of GMM International S.à.r.l, such that the Company shall (directly and indirectly through Mavag AG) own 100% shareholding in GMM International S.à.r.l (“**Proposed Acquisition**”) in accordance with the share purchase and swap agreement dated August 4, 2022 entered by and between the Company, Pfaudler International S.à.r.l and Millars Concrete Technologies Private Limited subject to the Acquisition Shares being pledged in terms of the pledge over shares agreement dated February 15, 2021 made, among others, Pfaudler International S.à.r.l. and the Company as pledgors and Wilmington Trust SP Services (Frankfurt) GmbH as the security agent and pledgee in relating to the shares in GMM International S.à.r.l. as the pledged company.

**RESOLVED FURTHER THAT** the board of directors of the Company (including any committee or any other persons authorized by the board), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, as applicable, in this regard and deal with any matters, take necessary steps as the board of directors may, in its absolute discretion deem necessary, desirable or expedient in connection with the Proposed Acquisition, to give effect to this

resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the board of directors of the Company or any person so authorized by the board of directors of the Company, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** a copy of the aforementioned resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution."

**Item No. 5: Approval for creation of pledge by the Company in respect of its additional shareholding in GMM International S.à.r.l**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules notified thereunder, the provisions of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with the articles of association of the Company, and subject to the approval of the authorized dealer bank of the Company, consent of the members be and is hereby accorded for the creation of pledge (and the consequent sale or disposal of, if applicable) by the Company in respect of its additional shareholding of 46% proposed to be acquired by the Company in GMM International S.à.r.l. in favour of Wilmington Trust SP Services (Frankfurt) GmbH in respect of the pledge over shares agreement dated February 15, 2021 made, among others, Pfaudler International S.à r.l. and the Company (as pledgors) and Wilmington Trust SP Services (Frankfurt) GmbH (as the security agent and pledgee) in relating to the shares in GMM International S.à r.l. as the pledged company.

**RESOLVED FURTHER THAT** the board of directors of the Company (including any committee or any other persons authorized by the board), be and are hereby authorized to take such steps as may be necessary including but not limited to obtaining requisite approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, agreements, sanction letters, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution."

**Item No 6: Approval to create, offer and issue equity shares on preferential basis to Millars Concrete Technologies Private Limited and matters related therewith**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**"RESOLVED THAT** pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations notified thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force); (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("**SEBI ICDR Regulations**") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments,



modifications or re-enactments thereof for the time being in force) (“**SEBI LODR Regulations**”); (iii) the uniform listing agreements in terms of the SEBI LODR Regulations entered into by the Company with BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (BSE and NSE together, the “**Stock Exchanges**”) on which the equity shares of the Company are listed; (iv) the provisions of the memorandum and articles of association of the Company, as amended; and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”) or any other statutory or regulatory authority of any relevant jurisdiction, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the board of directors of the Company including the approval of the Stock Exchanges and the Secretary of State for Business, Energy and Industrial Strategy, United Kingdom (“**BEIS**”) and in terms of the share purchase and swap agreement dated August 04, 2022 executed between the Company, Pfaudler International S.à.r.l, and Millars Concrete Technologies Private Limited (“**Proposed Allottee**”), the consent and approval of the members of the Company be and is hereby accorded to the Company to create, offer, issue and allot 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Four Three) per equity share which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (“**Subscription Shares**”), to the Proposed Allottee, by way of preferential issue for consideration other than cash, being transfer of 1,24,84,846 (One Crore Twenty Four Lakhs Eighty Four Thousand Eight Hundred Forty-Six) fully paid-up common equity shares and voting rights constituting 22.80% of the shareholding of GMM International S.à.r.l (“**Swap Shares**”) from the Proposed Allottee to the Company:

S. No.	Details of the Proposed Allottee	No. of equity shares proposed to be issued and allotted	Price of equity shares proposed to be issued and allotted
1.	Millars Concrete Technologies Private Limited (CIN: U29299MH1999PTC120374)	11,04,724	Face value of INR 2 each at a price of INR 1,542.43 per equity share

**RESOLVED FURTHER THAT** the Subscription Shares shall be fully paid-up and listed on the Stock Exchanges bearing ISIN INE541A01023 and rank *pari passu* with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the memorandum of association and articles of association of the Company.

**RESOLVED FURTHER THAT** the Subscription Shares being offered, issued and allotted to the Proposed Allottee by way of a preferential allotment shall *inter-alia* be subject to the following:

- the Subscription Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the equity shares to Proposed Allottee on a preferential basis and the approval from the Secretary of State for Business, Energy and Industrial Strategy, United Kingdom), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- The ‘**Relevant Date**’ as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be Tuesday, August 02, 2022 being the date 30 (thirty) days prior to the date of this meeting on which this special resolution is being passed;

- (c) The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (d) Allotment of equity shares shall only be made in dematerialised form;
- (e) The Subscription Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (f) The Subscription Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the acquisition of Swap Shares from the Proposed Allottee and the transfer of Swap Shares to the Company will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- (g) The Subscription Shares so offered, issued and allotted shall not exceed the number of Subscription Shares as approved hereinabove.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Subscription Shares in accordance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the board of directors of the Company may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA, BEIS and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which maybe incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the board of directors of the Company in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the board of directors of the Company in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** a copy of the above resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution.”

**By Order of the Board of Directors  
For GMM Pfaudler Limited**

**Sd/-**

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

**Place:** Mumbai  
**Date:** August 4, 2022

**Registered Office:**  
Vithal Udyognagar, Anand – Sojitra Road,  
Karamsad - 388 325, Gujarat

#### NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**Act**”), in respect of business to be transacted at the Extra-Ordinary General Meeting (“**EGM**”), as set out under Item Nos. 1 to 6 above, is annexed thereto.
2. The Board of Directors have considered and recommended the Item Nos. 1 - 3 and 5 - 6 as Special Resolutions in the forthcoming EGM for the consideration of shareholders.
3. The Ministry of Corporate Affairs (“**MCA**”), vide its 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, General Circular No. 20/2021 dated December 8, 2021 and 2/2022 dated May 05, 2022, along with such other applicable circulars issued by MCA (“**MCA Circulars**”), SEBI Circular dated May 13, 2022 and any other applicable laws and regulations has allowed companies to conduct the EGM, up to December 31, 2022, through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”). In accordance with the applicable provisions and the MCA and SEBI Circulars, this EGM of the Company shall be conducted through VC/ OAVM facility.
4. As the EGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional/ Corporate members intending to send their authorized representatives to attend the EGM pursuant to Section 113 of the Act, are requested to send a certified copy (in PDF/ JPEG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the EGM, by e-mail to [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with a copy marked to the Company at [mittal.mehta@gmmpfaudler.com](mailto:mittal.mehta@gmmpfaudler.com) and to its RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

#### Electronic dispatch of EGM Notice and process for registration of e-mail id

6. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants. Members may note that the Notice of the EGM will also be available on the Company's website [www.gmmpfaudler.com](http://www.gmmpfaudler.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
7. Members holding shares in physical mode who have still not registered their email ID with the Company can temporarily get their email IDs registered with the Company's Registrar and Share Transfer Agents, Link Intime India Pvt Ltd, (“**Link Intime**”) by using the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) and Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participants.
8. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company through an email on [mittal.mehta@gmmpfaudler.com](mailto:mittal.mehta@gmmpfaudler.com) or [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com).

#### Procedure for joining the EGM through VC/ OAVM

9. Link Intime will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
10. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis.
11. Members are entitled to attend the EGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the EGM through VC/OAVM shall open 15



minutes before the time scheduled for the EGM and will be available to the Members on first come first serve basis.

Members will be provided with InstaMeet facility wherein Member shall register their details and attend the EGM as under:

- i. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:\
    - a. DP ID/Client ID or Beneficiary ID or Folio No.: Enter your 16-digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - b. PAN: Enter your 10-digit Permanent Account Number ("**PAN**")
    - c. Mobile No.
    - d. Email ID
  - ii. Click "**Go to Meeting**"
12. Members who need assistance before or during the EGM, can contact [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on 022-49186175.
  13. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**Procedure to raise questions/ seek clarifications with respect to the ensuing EGM:**

14. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, at [mittal.mehta@gmmpfaudler.com](mailto:mittal.mehta@gmmpfaudler.com). Questions / queries received by the Company till 05:00 p.m. (IST) on Tuesday, August 30, 2022 shall only be considered and responded during the EGM.
15. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.

**Procedure for remote e-Voting and e-Voting during the EGM**

16. All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the EGM to be held through VC/OAVM.
17. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members are provided with the following alternatives by which they may cast their votes:

**i. Remote e-voting**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote only through their demat account maintained with Depositories and Depository Participants.

The remote e-Voting platform is being provided by the Company's Registrar & Share Transfer Agent – Link Intime India Pvt. Ltd. and the e-voting period will commence on Friday, **August 26, 2022 at 09:00 a.m. (IST)** and will end on Wednesday, **August 31, 2022 at 05:00 p.m. (IST)** The remote e-Voting module will be disabled by Link Intime for voting thereafter.

Shareholders are advised to update their mobile number and email 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
Individual Shareholders holding securities in Demat mode with NSDL	<ul style="list-style-type: none"> <li>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>After successful authentication, you will be able to see e-Voting services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name – <b>Link Intime India Private Limited (“Link Intime/ LIPL”)</b> and you will be re-directed to the <b>Link Intime</b> E-voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, 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 at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under “<b>Shareholder/Member</b>” section. A new screen will open. You will have to enter your User ID (i.e your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on options available against the Company’s name or e-Voting service provider – Link Intime and you will be re-directed to the Link Intime e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> <li>Existing user who have opted for Easi / Easiest, can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e., Link Intime. Click on Link Intime to cast your vote.</li> </ul>

Type of shareholders	Login Method
	<ul style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ul>
<b>Individual Shareholders (holding securities in Demat mode) &amp; login through their Depository participants ("DP")</b>	<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>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in Physical mode &amp; E-voting service Provider is Link Intime.</b>	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: -</p> <p><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall</b> provide (Event No.) 220294 + Folio Number registered with the Company.</p> <p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p><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)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>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</p> <p>► 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).</p> <p>► Click "confirm" (Your password is now generated).</p>

Type of shareholders	Login Method
	<p>2. Click on 'Login' under '<b>SHARE HOLDER</b>' tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</p> <p>5. E-voting page will appear.</p> <p>6. 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).</p> <p>7. 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.</p>

#### Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### Individual Shareholders holding securities in Physical mode & E-voting service Provider is Link Intime, have forgotten the password:

- Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members have valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.

#### Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:

- Shareholders/ Members 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**".

#### [Helpdesk for Individual Shareholders holding securities in demat mode:](#)

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below:

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 at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & E-voting service Provider is Link Intime.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (“FAQs”)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**ii. Voting during the EGM through InstaMeet:**

Members who have not exercised their vote through the remote e-voting can cast their vote during the meeting once the electronic voting is activated by the scrutinizer / moderator. Instructions and information relating to e-Voting during the EGM through InstaMeet are as follows:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour / Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the EGM.

In case members have any queries regarding e-voting, they may refer the **Frequently Asked Questions (“FAQs”)** and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**18. General Guidelines for shareholders:**

- a) Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer at [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with a copy marked to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b) Members who have cast their votes by remote e-Voting prior to the EGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
- c) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e., Thursday, August 25, 2022.



- d) Mr. Jayesh Shah, Partner, M/s. Rathi & Associates, Practicing Company Secretaries (Membership No. F 5637, COP: 2535), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
- e) The Chairman shall, at the EGM, at the end of discussion on all the resolutions on which voting is to be held, allow voting by use of electronic voting for all those members who are present at the EGM but have not cast their votes by availing the remote e-Voting facility.
- f) The results shall be declared not less than forty – eight (48) hours from conclusion of the EGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company [www.gmmpfaudler.com](http://www.gmmpfaudler.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

**19. Documents open for inspection:**

- a) All the material documents referred to in the notice and the Explanatory Statement, shall be available for inspection through electronic mode. Members are requested to write to the Company on [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com) for inspection of said documents, mentioning their name, Folio no. / Client ID and DP ID.
- b) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members during the EGM at <https://www.gmmpfaudler.com/investors/shareholders-center/shareholders-meetings>

**20. Procedure for registration of e-mail address and bank details by shareholders: -**

**i) For temporary registration for demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID / PAN, mobile number and e-mail id. In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

**ii) For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

**iii) Registration of email id for shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) on their web site [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. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

**iv) Registration of Bank Details for physical shareholders:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the email/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

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

**Item No. 1: Approval for loans/ investments/ corporate guarantees by the Company in excess of the limits prescribed under the Companies Act, 2013**

As per Section 186(2) of the Companies Act, 2013, if the Company proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) and/or acquires by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up share capital, free reserves and securities premium account of the Company, or 100% of the free reserves and securities premium account of the Company, whichever is higher, then the Company is required to obtain the approval of its members by way of a special resolution.

As on March 31, 2022, the amount of investments made, loans, guarantees and securities provided by the Company is INR 440,49,00,000 (Indian Rupees Four Hundred and Forty Crores and Forty Nine Lakhs) ("**Investment Amounts**"). Since the aggregate amounts proposed to be invested pursuant to the Proposed Acquisition (*as defined below*) and the outstanding loans against which a pledge over the shares in GMM International S.a.r.l are proposed to be created, will exceed the limits provided in Section 186(2) of the Companies Act, 2013 as mentioned above, approval of the shareholders by means of a special resolution under Section 186(3) of the Companies Act, 2013, is being sought to enable the Company to undertake the Proposed Acquisition. The details in relation to the Proposed Acquisition and the proposed pledge are set out in the explanatory notes to Items Nos. 4 and 5, respectively.

Further, since the operations of the Company are spread across multiple jurisdictions and after the completion of the Proposed Acquisition the Company could consider further expansions, the Company also seeks the approval of its shareholders to increase the maximum limit under Section 186(2) of the Companies Act, 2013 to INR 600,00,00,000 (Indian Rupees Six Hundred Crores). This would provide headroom to the Company to avail opportunities that are beneficial to the Company and its subsidiaries and provide the required operational flexibility to the board of directors of the Company.

None of the promoters, directors, key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, except to the extent of the following:

- a) Millars Concrete Technologies Private Limited will be selling 26% of the common equity shares of GMM International S.à.r.l to the Company. As part of the Proposed Acquisition (*as defined below*), Millars Concrete Technologies Private Limited will receive the MCT Cash Consideration (*as defined below*) and the Swap Consideration (*as defined below*). Millars Concrete Technologies Private Limited is an entity directly owned by Mr. Ashok Patel (non-executive non-independent director of the Company) and indirectly owned by Mr. Tarak Patel (managing director of the Company), Ms. Urmi Patel and Ms. Uttara Patel (relatives of the Mr. Ashok Patel and Mr. Tarak Patel). Further, Millars Machinery Company Private Limited, part of the Promoter Group, is also the holding company of the Proposed Allottee (*as defined below*).
- b) Pfaudler International S.à.r.l will be selling 20% of the common equity shares of GMM International S.à.r.l to the Company and will as consideration receive the Pfaudler Cash Consideration. The subsidiary of Pfaudler International S.à.r.l, Pfaudler Inc., is a promoter of the Company holding approximately 32.68% in the Company.
- c) The directors of the Company, Mr. Tarak Patel (managing director) and Mr. Ashok Patel (non-executive non-independent director) who are directors of the Company, are also directors of the Proposed Allottee.

The resolution at Item No.1 of this notice is accordingly recommended by the board of directors of the Company for the approval of the members by way of a special resolution.

**Item Nos. 2 and 3: Approval for borrowings by the Company in excess of the limits prescribed and creation of security in respect of an undertaking of the Company under Sections 180 (1)(a) and 180 (1)(c) of the Companies Act, 2013**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the board of directors of the Company cannot borrow money, where money to be borrowed, together with the money already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, exceeding the aggregate of its paid-up share capital, free reserves and securities premium account, except with the consent of the Company accorded by way of a special resolution.

In order to facilitate financing for the Cash Acquisition (*as defined below*), the Company is in advanced discussions and stages of finalizing the definitive documents with banks for availing borrowings (which are proposed to be at prevailing market rates) for at least an amount of INR 173,37,66,550 (Indian Rupees One Seventy Three Crores Thirty Seven Lakhs Sixty Six Thousand Five Hundred and Fifty). Whilst the borrowings are expected to be within the current borrowing limits applicable to the Company, for abundant caution, the Company proposes to obtain shareholders' approval under Section 180(1)(c) of the Companies Act, 2013.

As per the provisions of Section 180(1)(a) of the Act, a company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the approval of the shareholders by way of a special resolution. The term "undertaking" is defined to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the term "substantially the whole of the undertaking" in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In order to facilitate the funding for the Cash Acquisition, the Company will be required to borrow funds for at least an amount of INR 173,37,66,550 (Indian Rupees One Seventy Three Crores Thirty Seven Lakhs Sixty Six Thousand Five Hundred and Fifty). The Company may be required to provide security for such borrowings which could include creation of charge over the fixed assets of the Company, including the factories of the Company in Karamsad, Gujarat and Hyderabad.

None of the directors, key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 2 and 3, except to the extent of the following:

- a) Millars Concrete Technologies Private Limited will be selling 26% of the common equity shares of GMM International S.à.r.l to the Company. As part of the Proposed Acquisition, Millars Concrete Technologies Private Limited will receive the MCT Cash Consideration and the Swap Consideration. Millars Concrete Technologies Private Limited is an entity directly owned by Mr. Ashok Patel (non-executive non-independent director of the Company) and indirectly owned by Mr. Tarak Patel (managing director of the Company), Ms. Urmi Patel and Ms. Uttara Patel (relatives of the Mr. Ashok Patel and Mr. Tarak Patel). Further, Millars Machinery Company Private Limited, part of the Promoter Group, is also the holding company of Millars Concrete Technologies Private Limited.
- b) Pfaudler International S.à.r.l will be selling 20% of the common equity shares of GMM International S.à.r.l to the Company and will as consideration receive the Pfaudler Cash Consideration. The subsidiary of Pfaudler International S.à.r.l, Pfaudler Inc., is a promoter of the Company holding approximately 32.68% in the Company.
- c) The directors of the Company, Mr. Tarak Patel (managing director) and Mr. Ashok Patel (non-executive non-independent director) who are directors of the Company, are also directors of Millars Concrete Technologies Private Limited.

The resolutions at Item No. 2 and 3 of this notice is accordingly recommended by the board of directors of the Company for the approval of the members as a special resolutions.

#### Item No. 4: Approval of the further acquisition of balance shareholding of GMM International S.à.r.l

##### Overview of the Proposed Acquisition

##### Acquisition of 100% of GMM International S.à.r.l by the Company (directly and indirectly)

The Company has, upon receiving approval of the board of directors of the Company, executed a share purchase and swap agreement on August 04, 2022 with Pfaudler International S.à r.l. and Millars Concrete Technologies Private Limited pursuant to which the following transactions are proposed to be undertaken ("**Proposed Acquisition**"):

- a) acquisition of 1,09,51,360 (One Crore Nine Lakhs Fifty-One Thousand Three Hundred Sixty) shares held by Pfaudler International S.à r.l. in GMM International S.à r.l. by the Company for a cash consideration of INR 149,46,61,094 (Indian Rupees One Hundred Forty Nine Crores Forty-Six Lakhs Sixty-One Thousand Ninety Four) ("**Pfaudler Cash Consideration**"); and
- b) acquisition of 1,42,36,768 (One Crore Forty-Two Lakhs Thirty-Six Thousand Seven Hundred Sixty-Eight) shares held by Millars Concrete Technologies Private Limited in GMM International S.à r.l., by the Company and the consideration payable shall be as follows:
  - (i) 11,04,724 (Eleven lakhs Four Thousand Seven Hundred Twenty-Four) equity shares of the Company of face value INR 2 (Indian Rupees Two) each will be issued at a per share price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Four Three) to Millars Concrete Technologies Private Limited by way of a preferential allotment ("**Swap Consideration**") against 1,24,84,846 (One Crore Twenty Four Lakhs Eighty Four Thousand and Eight Hundred and Forty Six) common equity shares of GMM International S.à r.l.; and
  - (ii) Payment of cash consideration of INR 23,91,05,456 (Indian Rupees Twenty Three Crore Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six) against 17,51,922 (Seventeen Lakhs Fifty One Thousand Nine Hundred and Twenty Two) common equity shares of GMM International S.à r.l ("**MCT Cash Consideration**").

The Pfaudler Cash Consideration and the MCT Cash Consideration are collectively referred to as the "**Cash Consideration**". On consummation of the Proposed Acquisition, the Company shall directly and indirectly through its wholly owned subsidiary Mavag AG hold 100% of the shares in GMM International S.à r.l. and the shareholding of the Company shall be as follows:

- a. The Patel family group (including Millars Concrete Technologies Private Limited) will hold 24.18%;
- b. Pfaudler Inc. (controlled by funds managed by Deutsche Beteiligungs AG) will hold 31.88%; and
- c. The public shareholders will hold 43.94%.

##### Rationale of the Proposed Acquisition

On August 20, 2020, the Company announced the initial acquisition (along with its wholly owned subsidiary) of 54% shareholding in GMM International S.à.r.l which was completed on February 16, 2021. In its initial announcement, the Company had announced its intention of acquiring the entire shareholding in GMM International S.à.r.l. Further to such initial announcement and given the performance of GMM International S.à.r.l. the Company is proposing to acquire the Acquisition Shares (*defined below*) and consolidate 100% of the global business in the Company.

In terms of Section 188 of the Companies Act, 2013 and the rules notified thereunder and Regulation 2(1)(zb) and Regulation 23(4) of SEBI LODR Regulations all 'material' related party transactions require the prior approval of shareholders of the company through an ordinary resolution. A transaction with a related party is deemed material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the lower of: (a) 10% of the annual turnover



of the Company, calculated as per its audited balance sheet of the preceding financial year; or (b) INR 1000,00,00,000 (Indian Rupees One Thousand Crores).

The acquisition by the Company of 46% shareholding in GMM International S.à.r.l (“**Acquisition Shares**”) from Millars Concrete Technologies Private Limited, a related party, and Pfaudler International S.à.r.l, a related party is a ‘material’ related party transaction as it exceeds the aforementioned thresholds and is not a transaction in the ordinary course of business of the Company and therefore, requires the approval of the shareholders through an ordinary resolution.

Further, in terms of Regulation 23(4) of the LODR Regulations, none of the entities falling within the definition of related parties under the LODR Regulations can vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, for this resolution, related parties of the Company (as defined under Regulation 2(1)(zb) of the LODR Regulations) shall not vote to approve the resolution at Item No. 4.

Furthermore, Section 188 of the Companies Act, 2013 and the applicable rules framed thereunder provide that any related party transaction of the nature described in Section 188, such as the transactions set out under Section 188(1)(a), i.e. the sale, purchase or supply of any goods or materials, which is not in the ordinary course or on arms-length terms, will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts exceeds the threshold prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 i.e. 10% of the annual turnover of the Company, calculated as per its audited balance sheet of the preceding financial year. Though the said transactions between the Company, Pfaudler International S.à.r.l and the Millars Concrete Technologies Private Limited are proposed to be entered into on arm’s length basis, such transactions are not in the ordinary course of business of the Company and exceed 10% of the annual turnover of the Company, calculated as per its audited balance sheet of the preceding financial year as specified under the said rules. Therefore, the Company is seeking the approval of its members for the purposes of the Companies Act, 2013 and the relevant rules framed thereunder.

The audit committee and the board of directors of the Company is of the opinion that the aforesaid Item No. 4 is in the best interest of the Company and its members and hence, recommends the resolution in Item No. 4 for the approval of the members.

Pursuant to Explanation (3) to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with Pfaudler International S.à.r.l, GMM International S.à.r.l, and the Millars Concrete Technologies Private Limited are provided below:

Particulars	Remarks
Name of the related parties	Pfaudler International S.à.r.l, GMM International S.à.r.l, and Millars Concrete Technologies Private Limited.
Name of the director or key managerial personnel who is related, if any	Mr. Ashok Patel (non-executive non-independent director) and Mr. Tarak Patel (managing director) are directors of the Company and Mr. Ashok Patel directly owns and Mr. Tarak Patel, Ms. Urmi Patel and Ms. Uttara Patel (relatives of the Mr. Ashok Patel and Mr. Tarak Patel) indirectly own Millars Concrete Technologies Private Limited  Millars Concrete Technologies Private Limited will be selling 26% of the shareholding of its shareholding in GMM International S.à.r.l to the Company.  Mr. Tarak Patel, who is a managing director on the board of the Company, is also a director on the board of GMM International S.à.r.l.
Nature of relationship	GMM International S.à.r.l is a subsidiary of the Company. Accordingly, GMM International S.à.r.l and the Company will be considered as related parties.

Particulars	Remarks
	<p>The Company and Millars Concrete Technologies Private Limited have common promoters (i.e. the Patel family). Accordingly, the Company and Millars Concrete Technologies Private Limited will be considered as related parties.</p> <p>Pfudler International S.à.r.l, holds 20% in GMM International S.à.r.l, and its group entity (Pfudler, Inc.) holds more than 20% in the Company. Accordingly, Pfudler International S.à.r.l, and the Company will be considered as related parties.</p>
Nature, material terms, monetary value, and particulars of the contracts or arrangements	<p>The Company has, upon receiving approval of the board of directors, executed the share purchase and swap agreement dated August 4, 2022 for acquisition of 46% shareholding in its subsidiary GMM International S.à.r.l.</p> <p>The Company will acquire:</p> <ol style="list-style-type: none"> <li>20% shareholding in GMM International S.à r.l. held by Pfudler International S.à r.l., for a cash consideration of INR 149,46,61,094; (Indian Rupees One Hundred Forty Nine Crores Forty-Six Lakhs Sixty-One Thousand Ninety Four) and</li> <li>26% shareholding in GMM International S.à r.l. held by Millars Concrete Technologies Private Limited: in consideration of which (i) 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) equity shares of the Company of face value INR 2 (Indian Rupees Two) each issued at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) each would be issued to Millars Concrete Technologies Private Limited; and (ii) payment of cash consideration of INR 23,91,05,456 (Indian Rupees Twenty Three Crores Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six).</li> </ol> <p>The acquisition will lead to the Company holding (directly and indirectly through its subsidiary Mavag AG) 100% of the shareholding in GMM International S.à.r.l. and consequently, holding 100% of the Pfudler International business.</p> <p>The Proposed Acquisition will require: (a) the approval of BSE Limited and the National Stock Exchange of India Limited for the preferential allotment; (b) approval of the Secretary of State for Business, Energy and Industrial Strategy, United Kingdom; (c) approval of the authorized dealer bank of the Company for acquisition of the shares pursuant to the Proposed Acquisition, with the shares being pledged; and (d) approval of the majority of the public shareholders of the Company.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution.	<p>The proposed acquisition will consolidate 100% of the Company's global business with the Company. Please refer to the details mentioned in this explanatory statement for this Item No. 4.</p>

Pursuant to Securities and Exchange Board of India's circular dated November 22, 2021 and bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2021/662, particulars of the transactions with Pfudler International S.à.r.l, GMM International S.à.r.l, and Millars Concrete Technologies Private Limited are provided below:

Particulars	Remarks
Type, material terms and particulars of the proposed transaction	<p>The Company has, upon receiving approval of the board of directors of the Company, executed a share purchase and swap agreement on August 4, 2022 with Pfaudler International S.à r.l. and Millars Concrete Technologies Private Limited under which the following transactions are proposed to be undertaken ("<b>Proposed Acquisition</b>"):</p> <p>a) acquisition of shares held by Pfaudler International S.à r.l. in GMM International S.à r.l. by the Company, for a cash consideration of INR 149,46,61,094 (Indian Rupees One Hundred Forty Nine Crores Forty-Six Lakhs Sixty-One Thousand Ninety Four); and</p> <p>b) acquisition of shares held by Millars Concrete Technologies Private Limited in GMM International S.à r.l. by the Company for (i) the issue and allotment of 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) equity shares of the Company of face value INR 2 (Indian Rupees Two) each issued at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) each would; and (ii) for payment of a cash consideration of INR 23,91,05,456 (Indian Rupees Twenty Three Crores Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six).</p> <p>The acquisition will lead to the Company holding (directly and indirectly through its subsidiary Mavag AG) 100% of the shareholding in GMM International S.à.r.l. and consequently, holding 100% of the Pfaudler International business.</p> <p>The Proposed Acquisition will require: (a) the approval of BSE Limited and the National Stock Exchange of India Limited for the preferential allotment; (b) approval of the Secretary of State for Business, Energy and Industrial Strategy, United Kingdom; (c) approval of the authorized dealer bank of the Company for acquisition of the shares pursuant to the Proposed Acquisition, with the shares being pledged; and (d) approval of the majority of the public shareholders of the Company.</p>
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>The Company and Millars Concrete Technologies Private Limited have common promoters (i.e. the Patel family). Accordingly, the Company and Millars Concrete Technologies Private Limited will be considered as related parties. Mr. Ashok Patel and Mr. Tarak Patel will be selling 26% of the shareholding of GMM International S.à.r.l through Millars Concrete Technologies Private Limited (an entity directly owned by Mr. Ashok Patel and indirectly owned by Mr. Tarak Patel, Ms. Urmi Patel and Ms. Uttara Patel (relatives of the Mr. Ashok Patel and Mr. Tarak Patel).</p> <p>Mr. Tarak Patel, who is a managing director on the board of the Company, is also a director on the board of GMM International S.à.r.l. GMM International S.à.r.l is a subsidiary of the Company. Accordingly, GMM International S.à.r.l and the Company will be considered as related parties.</p> <p>Pfaudler International S.à.r.l, holds 20% in GMM International S.à.r.l, and its group entity (Pfaudler, Inc.) holds more than 20% in the Company. Accordingly, Pfaudler International S.à.r.l, and the Company will be considered as related parties. Pfaudler International S.à.r.l will be selling its 20% stake in GMM International S.à.r.l to the Company.</p>

Particulars	Remarks
Tenure of the proposed transaction	N/A
Value of the proposed transaction	INR 343,77,20,517 (Indian Rupees Three Hundred Forty Three Crores Seventy Seven Lakhs Twenty Thousand and Five Hundred and Seventeen)
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	13%
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	<p>Yes, the transaction is an investment by the Company:</p> <p>a. <u>details of the source of funds in connection with the proposed transaction</u>: The cash consideration of INR 173,37,66,550 (Indian Rupees One Hundred Seventy Three Crores Thirty Seven Lakhs Sixty Six Thousand Five Hundred and Fifty) for the Proposed Acquisition is proposed to be funded by way of long term borrowings (tenure maximum upto 7 years) to be secured by the Company.</p> <p><u>Where any financial indebtedness is incurred, to make or give loans, intercorporate deposits, advances or investments, the nature of indebtedness, cost of funds and tenure</u>: the Company is in advanced discussion and stages of finalizing the definitive documents with banks for purposes of such borrowing for the acquisition, which is proposed to be availed at the prevailing market rates for at least the amount equivalent to the cash consideration for the proposed investment in GMM International S.à r.l. i.e. INR 1,733,766,550 (Indian Rupees One Hundred Seventy Three Crores Thirty Seven Lakhs Sixty Six Thousand Five Hundred and Fifty). The Company may be required to provide security for such borrowings which could include creation of charge over the working capital and the fixed assets of the Company, including the factories of the Company in Karamsad – Gujarat and Hyderabad.</p> <p>b. <u>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</u>: The Company is in advanced discussions with certain lenders for purpose of funding by way of long term borrowings (tenure maximum upto 7 years) to be secured by the Company for the acquisition.</p> <p>c. <u>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</u>: Millars Concrete Technologies Private Limited proposes to use the cash consideration received by it from the Company for fulfilling its tax obligations arising from the transfer of the common equity shares of GMM International S.à r.l. to the Company. Pfaudler International S.à r.l. is controlled by funds managed by Deutsche Beteiligungs AG which in turn proposes to use the proceeds received by it from the Company for distributing in accordance with its fund documents.</p>

Particulars	Remarks
Justification as to why the RPT is in the interest of the listed entity	<p>The proposed acquisition of 46% shareholding in GMM International S.à r.l., will result in the Company owning 100% of GMM International S.à r.l., leading to a fully integrated global group under the leadership of the Company creating greater value for the shareholders of the Company.</p> <p>The Patel Family also remains fully committed to ensure that the Company grows in a manner which is consistently profitable and to this extent, the Patel Family, as the key promoters of the Company, is acquiring further equity shares in the Company through Millars Concrete Technologies Private Limited.</p>
A copy of the valuation or other external party report, if any such report has been relied upon	The valuation report from KPMG Valuation Services LLP dated August 04, 2022 relied upon by the Company in relation to the proposed acquisition will be made available through the registered email address of the shareholders of the Company upon request.
Any other information that may be relevant	N/A

None of the promoters, directors, key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, except to the extent of the following:

1. Millars Concrete Technologies Private Limited will be selling 26% of the common equity shares of GMM International S.à.r.l to the Company. As part of the Proposed Acquisition, Millars Concrete Technologies Private Limited will receive the MCT Cash Consideration and the Swap Consideration. Millars Concrete Technologies Private Limited is an entity directly owned by Mr. Ashok Patel (non-executive non-independent director of the Company) and indirectly owned by Mr. Tarak Patel (managing director of the Company), Ms. Urmi Patel and Ms. Uttara Patel (relatives of the Mr. Ashok Patel and Mr. Tarak Patel). Further, Millars Machinery Company Private Limited, part of the Promoter Group, is also the holding company of Millars Concrete Technologies Private Limited.
2. Pfaudler International S.à.r.l will be selling 20% of the common equity shares of GMM International S.à.r.l to the Company and will as consideration receive the Pfaudler Cash Consideration. The subsidiary of Pfaudler International S.à.r.l, Pfaudler Inc., is a promoter of the Company holding approximately 32.68% in the Company.
3. The directors of the Company, Mr. Tarak Patel (managing director) and Mr. Ashok Patel (non-executive non-independent director) who are directors of the Company, are also directors of Millars Concrete Technologies Private Limited.

The copy of the share purchase and swap agreement dated and the valuation report dated August 4, 2022 will be available for electronic inspection by the members from the date of circulation of this Notice up to the conclusion of the voting period i.e. August 31, 2022. Members seeking to inspect such documents may send an email to [investorservices@gmmpfautler.com](mailto:investorservices@gmmpfautler.com) or [mittal.mehta@gmmpfautler.com](mailto:mittal.mehta@gmmpfautler.com) requesting a copy of the same.

Accordingly, the resolution at Item No. 4 of this notice is recommended by the board of directors of the Company for the approval of the members as an ordinary resolution.



**Item No. 5: Approval for creation of pledge by the Company in respect of its additional shareholding in GMM International S.à.r.l**

GMM International S.à.r.l has entered into a senior facilities agreement dated August 13, 2019 made between, among others, GMM International S.à r.l., as company, existing borrower and existing guarantor, other subsidiaries of GMM International S.à r.l as existing borrowers and/or existing guarantors and Wilmington Trust SP Services (Frankfurt) GmbH as agent and security agent and as amended by the amendment agreement dated January 29, 2021 made between, among others, GMM International S.à r.l., Pfaudler International S.à r.l. and Wilmington Trust SP Services (Frankfurt) GmbH for the purposes of borrowing EUR 32,857,143 (Euro Thirty Two Million, Eight Hundred and Fifty Seven Thousand, One Hundred and Forty Three) and USD 45,000,000 (United States Dollar Forty Five Million) ("**Facilities Agreement**").

As per the terms of the Facilities Agreements read with the pledge over shares agreement ("**Pledge Agreement**") dated February 15, 2021 made, among others, Pfaudler International S.à r.l. and the Company (as pledgors) and Wilmington Trust SP Services (Frankfurt) GmbH as the (security agent and pledgee) in relating to the shares in GMM International S.à r.l., the Company, Millars Concrete Technologies Private Limited, Pfaudler International S.à r.l and Mavag AG have pledged each of their shareholding in GMM International S.à r.l. in favour of the Wilmington Trust SP Services (Frankfurt) GmbH, as security against the loan and to secure the obligations of GMM International S.à r.l.

As stated above, the Company is acquiring 46% in GMM International S.à r.l ("**Acquisition Shares**") from: (1) Pfaudler International S.à r.l for a total consideration of INR 149,46,61,094 (Indian Rupees One Hundred Forty Nine Crores Forty-Six Lakhs Sixty-One Thousand Ninety Four) and (2) Millars Concrete Technologies Private Limited in GMM International S.à.r.l (a) for a cash consideration of INR 23,91,05,456 (Indian Rupees Twenty Three Crores Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six) and (b) against the issue and allotment of 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) per equity share of the Company to Millars Concrete Technologies Private Limited. The Acquisition Shares being acquired by the Company will remain subject to the pledge created pursuant to the Pledge Agreement, subject *inter alia* to the approval of the authorized dealer bank of the Company as required under Indian laws.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 a company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the approval of the shareholders by way of a special resolution. The term "undertaking" is defined to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the term "substantially the whole of the undertaking" in any financial year is defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Since the pledge created over the Company's existing shareholding in GMM International S.à r.l. along with the pledge created over the Acquisition Shares proposed to be acquired by the Company exceeds 20% of the net worth of the Company as per the audited financials of the Company as on March 31, 2022, it constitutes an "undertaking" in terms of Section 180(1)(a) of the Companies Act, 2013. Accordingly, consent of the shareholders of the Company is being sought by way of a special resolution in case of invocation of such security.

Further, Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that a listed entity cannot dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting. A material subsidiary means a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. GMM International S.à.r.l is a "material subsidiary" of the Company. Further, the lenders have a right to "sell" the shares in the event of a default under the Facilities Agreement and the Pledge Agreement which would constitute a "disposal of shares"

under Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Company is seeking the approval of its members even for purposes of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the promoters, directors, key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, except to the extent of the following:

1. Millars Concrete Technologies Private Limited will be selling 26% of the common equity shares of GMM International S.à.r.l to the Company. As part of the Proposed Acquisition, Millars Concrete Technologies Private Limited will receive the MCT Cash Consideration and the Swap Consideration. Millars Concrete Technologies Private Limited is an entity directly owned by Mr. Ashok Patel (non-executive non-independent director of the Company) and indirectly owned by Mr. Tarak Patel (managing director of the Company), Ms. Urmi Patel and Ms. Uttara Patel (relatives of the Mr. Ashok Patel and Mr. Tarak Patel). Further, Millars Machinery Company Private Limited, part of the Promoter Group, is also the holding company of Millars Concrete Technologies Private Limited.
2. Pfaudler International S.à.r.l will be selling 20% of the common equity shares of GMM International S.à.r.l to the Company and will as consideration receive the Pfaudler Cash Consideration. The subsidiary of Pfaudler International S.à.r.l, Pfaudler Inc., is a promoter of the Company holding approximately 32.68% in the Company.
3. The directors of the Company, Mr. Tarak Patel (managing director) and Mr. Ashok Patel (non-executive non-independent director) who are directors of the Company, are also directors of Millars Concrete Technologies Private Limited.

Accordingly, the resolution at Item No. 5 of this notice is recommended by the board of directors of the Company for the approval of the members as a special resolution.

**Item No. 6: Approval to create, offer and issue equity shares on preferential basis to Millars Concrete Technologies Private Limited and matters related therewith**

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 6 of this Notice:

The board of directors of the Company at its meeting held on August 4, 2022, approved the proposal to acquire 2,51,88,128 (Two Crores Fifty One Lakhs Eighty Eight Thousand One Hundred and Twenty Eight) fully paid-up common equity shares of INR 136.48 (Indian Rupees One Hundred Thirty Six Paise Forty Eight) each of GMM International S.à.r.l, representing 46% of their equity share capital ("**Sale Shares**") on the terms and conditions set out in the share purchase and swap agreement executed amongst the Company, Pfaudler International S.à.r.l, and Millars Concrete Technologies Private Limited ("**Proposed Allottee**") for an aggregate consideration of INR 3,43,77,20,517 (Indian Rupees Three Hundred Forty Three Crores Seventy Seven Lakhs Twenty Thousand and Five Hundred and Seventeen) being discharged by way of cash consideration of INR 149,46,61,094 (Indian Rupees One Hundred Forty Nine Crores Forty-Six Lakhs Sixty-One Thousand Ninety Four) to Pfaudler International S.à.r.l, and of INR 23,91,05,456 (Indian Rupees Twenty Three Crores Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six) to the Proposed Allottee and non-cash consideration in the form of 1,104,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) equity shares of the Company of face value INR 2 (Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) ("**Subscription Shares**") issued by way of preferential issue to the Proposed Allottee under the Companies Act, 2013 and rules thereunder ("**Act**") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").

Subject to receipt of requisite regulatory approvals, including the approval of the Secretary of State for Business, Energy and Industrial Strategy, United Kingdom and receipt of shareholders' approval, and subject to satisfaction of other agreed conditions precedent and other terms of agreements executed amongst the Company and the parties, the Company proposes to issue 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) equity shares of the Company of face value INR 2

(Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) per equity share, free from all encumbrances in part consideration of transfer of the Sale Shares from Proposed Allottee to the Company. The allotment of Subscription Shares by the Company and transfer of Sale Shares by Proposed Allottee shall be completed on the same date.

The above issue price has been approved by the Board based on the consideration of:

- (a) a valuation report from KPMG Valuation Services LLP dated August 04, 2022; and
- (b) a pricing certificate dated August 4, 2022 from M/s. Rathi & Associates, practicing company secretaries, Mumbai, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

Necessary information / details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Chapter V of the SEBI ICDR Regulations are as under:

**1. Particulars of the issue including the material terms of issue, date of passing of board of directors resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price**

Details of the securities to be issued, price of securities, date of approval by the board of directors in relation to the preferential allotment, and details of the proposed allottee are set out in the previous paragraphs.

The total number of Subscription Shares proposed to be issued under this preferential allotment is 1,104,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four). The Subscription Shares shall be fully paid-up and listed on the Stock Exchanges, and rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company. The allotment of the Subscription Shares is proposed to be made at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) each, determined based on the above-mentioned valuation reports and in accordance with the SEBI ICDR Regulations.

**2. Manner of issue of shares**

The Subscription Shares shall be issued and allotted to Proposed Allottee by way of preferential issue on a private placement basis, for non-cash consideration (being the transfer of 1,24,84,846 common equity shares of GMM International S.à.r.l held by Proposed Allottee to the Company) in accordance with the share purchase and swap agreement executed amongst the Company, Pfaudler International S.à.r.l and Proposed Allottee.

**3. Purpose / Objects of the Issue**

The Company has agreed to purchase 2,51,88,128 (Two Crores Fifty One Lakhs Eighty Eight Thousand One Hundred and Twenty Eight) fully paid-up common equity shares of GMM International S.à.r.l for an aggregate consideration of INR 343,77,20,517 (Indian Rupees Three Hundred Forty Three Crores Seventy Seven Lakhs Twenty Thousand and Five Hundred and Seventeen), being discharged by way of cash consideration of (A) (i) INR 149,46,61,094 to Pfaudler International S.à.r.l, and (ii) INR 23,91,05,456 (Indian Rupees Twenty Three Crores Ninety-One Lakhs Five Thousand Four Hundred Fifty-Six) to the Proposed Allottee and (B) non-cash consideration of 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) equity shares of the Company of face value INR 2 (Indian Rupees Two) each to be issued at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty

Three) each. The non-cash purchase consideration to the Proposed Allottee will be settled by allotment of equity shares of the Company as mentioned in resolution at Item No. 6 in this notice and explanatory statement thereto, subject to SEBI ICDR Regulations and requisite approvals including from the Stock Exchanges, Secretary of State for Business, Energy and Industrial Strategy, United Kingdom and any other approvals, as may be applicable.

**4. Maximum Number of shares or other securities to be issued and pricing of preferential issue:**

The Company proposes to issue 11,04,724 (Eleven Lakhs Four Thousand Seven Hundred Twenty-Four) of the face value of INR 2 (Indian Rupees Two) each at a price of INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) to the Proposed Allottee. Please refer to Paragraph 5 below for the basis for determining the price for the preferential issue

**5. Basis on which the price has been arrived at along with report of the registered valuer:**

The price of the Subscription Shares to be allotted have to be determined in accordance with Regulation 164(1) of the SEBI ICDR Regulation. In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which equity shares are proposed to be allotted cannot be less than higher of the following:

- (a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date; or
- (c) any price determined by a registered valuer, as required by Article 183.4 of the Articles of Association of the Company.

The issue price has been determined on the basis of:

- (a) a valuation report issued by KPMG Valuation Services LLP dated August 04, 2022; and
- (b) pricing certificate dated August 04, 2022 from M/s. Rathi & Associates, practicing company secretaries, Mumbai, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The pricing of the Subscription Shares to be allotted on a preferential issue is INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) each.

**6. Price / price band at / within which the equity shares are proposed to be issued:**

The price per equity share, to be issued, is fixed at INR 1,542.43 (Indian Rupees One Thousand Five Hundred Forty-Two Paise Forty Three) which consists of INR 2 (Indian Rupees Two) as face value and INR 1540.43 (Indian Rupees One Thousand Five Hundred Forty Paise Forty Three) as premium per equity share. Please see paragraph 5 above for the basis of determination of the issue price.

**7. Relevant Date:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Tuesday, August 02, 2022 i.e., 30 (thirty) days prior to the date of the EGM.

**8. Shareholding Pattern of the Company before and after the issue:**

The pre-issue shareholding pattern of the Company as of July 29, 2022 and the proposed post-issue shareholding pattern (considering the impact of full allotment of shares issued on preferential basis in the pre-issue shareholding pattern) is given below:

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
1	Indian				
	Individual	38,87,172	8.86	38,87,172	8.65
	Bodies corporate	58,78,815	13.41	58,78,815	13.08
	Millars Concrete Technologies Private Limited, corporate, allottee under the proposed issue	-	-	11,04,724	2.46
	Sub-total	97,65,987	22.27	1,08,70,711	24.18
<b>2</b>	<b>Foreign promoters</b>	1,43,30,208	32.68	1,43,30,208	31.88
	Sub-total (A)	2,40,96,195	54.95	2,52,00,919	56.06
<b>B</b>	<b>Public holding</b>				
	Sub-total (B)	1,97,56,305	45.05	1,97,56,305	43.94
	<b>GRAND TOTAL (A) + (B)</b>	<b>4,38,52,500</b>	<b>100.00</b>	<b>4,49,57,224</b>	<b>100.00</b>

**9. Amount which the Company intends to raise by way of such securities/size of the issue:**

Not applicable. The issue of Subscription Shares is for non-cash consideration.

**10. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:**

The Proposed Allottee is a part of the Promoter Group of the Company and will be issued Subscription Shares. Apart from the said entity no other promoters, directors or key managerial personnel has proposed to subscribe the offer under the present preferential allotment. The Patel Family remains fully committed to ensure that the Company grows in a manner which is consistently profitable and to this extent, the Patel Family, as the key promoters of the Company, are acquiring further equity shares in the Company through Millars Concrete Technologies Private Limited.

**11. Proposed time frame within which the preferential issue shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Subscription Shares on or before the expiry of 15 (fifteen) days from the later of (i) date of passing of the special resolution by the members for issue and allotment of the Subscription Shares; and (ii) receipt of all approvals from regulatory authorities (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottee on a preferential basis and approval of the Secretary of State for Business, Energy and Industrial Strategy, United Kingdom).

**12. Principal terms of assets charged as securities:**

Not applicable.



**13. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

**14. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year.

**15. Valuation for consideration other than cash:**

A part of the consideration payable to the Proposed Allottee for acquisition of 1,24,84,846 (One Crore Twenty Four Lakhs Eighty Four Thousand Eight Hundred and Forty Six) fully paid-up common equity shares of INR 136.48 (Indian Rupees One Hundred Thirty Six Paise Forty Eight) each of GMM International S.à.r.l held by the Proposed Allottee, shall be discharged by the Company by the issuance of the Subscription Shares. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Sale Shares has been determined taking into account the valuation report of the registered valuer (i.e. valuation report KPMG Valuation Services LLP dated August 04, 2022 a registered valuer independently appointed by the Company.

**16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Company intends to acquire 100%, directly or indirectly of GMM International S.à.r.l, in which the Company currently holds, directly or indirectly, 54% of the paid up capital of GMM International S.à.r.l.

Pursuant to the share purchase and swap agreement entered into by the Company with the Proposed Allottee and Pfaudler International S.à r.l., a part of the consideration payable to Proposed Allottee for acquisition of 1,24,84,846 (One Crore Twenty Four Lakhs Eighty Four Thousand Eight Hundred and Forty Six) fully paid-up common equity shares of INR 136.48 (Indian Rupees One Hundred Thirty Six Paise Forty Eight) each of the GMM International S.à.r.l. (the “**Sale Shares**”) held by the Proposed Allottee, shall be discharged by the Company by way of issuance of the Subscription Shares.

The value of the Sale Shares and price of the Subscription Shares has been determined taking into account the valuation report of the registered valuer (i.e. valuation report dated August 04, 2022 prepared by KPMG Valuation Services LLP, a registered valuer independently appointed by the Company.

**17. Lock-in Period:**

The proposed allotment of Subscription Shares shall be subject to lock-in for a period of 18 (eighteen) months from listing and trading approval from the stock exchanges, as per the requirement of SEBI ICDR Regulations.

**18. Listing:**

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Subscription Shares.

**19. Class or classes of persons to whom the allotment is proposed to be made:**

Body corporate – private limited company.

**20. Practicing Company's Secretary certificate:**

The pricing certificate dated August 04, 2022, issued by M/s. Rathi & Associates, practicing company secretaries, certifies the compliance of the Company with the floor price requirements provided for Regulation 164 of Chapter V of SEBI ICDR Regulations. Members seeking to inspect the certificate may send an email to [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com) or [mittal.mehta@gmmpfaudler.com](mailto:mittal.mehta@gmmpfaudler.com) requesting a copy of the same.

**21. Report of a registered valuer:**

The value of the Sale Shares and the Subscription Shares has been determined by a valuation report issued by KPMG Valuation Services LLP dated August 04, 2022. Members seeking to inspect the report may send an email to [investorservices@gmmpfaudler.com](mailto:investorservices@gmmpfaudler.com) or [mittal.mehta@gmmpfaudler.com](mailto:mittal.mehta@gmmpfaudler.com) requesting a copy of the same.

**22. Other Disclosures:**

- a) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and /or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

23. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the parties, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

N o.	Name and Category (public/promoter) of the Proposed Allottee	Details of the Proposed Allottee (name, address, country of incorporation/residency)	Class or classes of Proposed Allottee	Pre-Issue Shareholding in the Company	No. and price of Equity Shares proposed to be issued and allotted to the Proposed Allottee	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee	Proposed Allottee's post preferential issue capital (Amount and percentage)
1.	Promoter	Millars Concrete Technologies Private Limited (CIN: U29299MH1999PT C120374) Churchgate House, 4th Floor, 32-34 Veer Nariman Road, Fort, Mumbai 400001  Incorporated in Mumbai under the Indian Companies Act, 1956.	Equity	Nil	11,04,724 equity shares of face value of INR 2/- each of GMM Pfaudler Limited at INR 1,542.43 per share.	Mr. Tarak Patel*	INR 22,09,448  (11,04,724 equity shares of face value of INR 2/-) representing 2.46%

\* As per SEBI circular dated January 24, 2013 on 'Guidelines on Identification of Beneficial Ownership', the Proposed Allottee is a subsidiary of Millars Machinery Company Private Limited with 98.27% held by it. Millars Machinery Company Private Limited is controlled by Mr. Tarak Patel and he owns 51% shares in Millars Machinery Company Private Limited. No other natural person holds more than 25% of shares in Millars Machinery Company Private Limited.

Save and except for the shares of the Company held by them, none of the promoters, directors, key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6, except to the extent of the following:

- Millars Concrete Technologies Private Limited will be selling 26% of the common equity shares of GMM International S.à.r.l to the Company. As part of the Proposed Acquisition, Millars Concrete Technologies Private Limited will receive the MCT Cash Consideration and the Swap Consideration. Millars Concrete Technologies Private Limited is an entity directly owned by Mr. Ashok Patel (non-executive non-independent director of the Company) and indirectly owned by Mr. Tarak Patel (managing director of the Company), Ms. Urmi Patel and Ms. Uttara Patel (relatives of Mr. Ashok Patel and Mr. Tarak Patel). Further, Millars Machinery Company Private Limited, part of the Promoter Group, is also the holding company of the Proposed Allottee.
- The directors of the Company, Mr. Tarak Patel (managing director) and Mr. Ashok Patel (non-executive non-independent director) who are directors of the Company, are also directors of the Proposed Allottee.



The board of directors, accordingly, recommends the passing of Special Resolution as set out at Item No. 6 of this Notice, for the approval of the members.

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

**Sd/-**

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

**Place:** Mumbai  
**Date:** August 4, 2022

**Registered Office:**  
Vithal Udyognagar, Anand – Sojitra Road,  
Karamsad - 388 325, Gujarat

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