



Ref No.: GGD/Sec./2022/06/03
Date: June 3, 2022
Scrip Code: 505250

To,
The Corporate Relationship Department
BSE Limited
1st Floor, P. J. Towers,
Dalal Street, Fort
Mumbai – 400 001

Sub: Postal Ballot Notice

Dear Sir/Madam,

This has reference to our letters dated 30.05.2022 regarding obtaining approval of the members as per the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to consider the appointment of Mr. Pranav Deshpande as a Director of the Company and to consider the appointment of Mr. Pranav Deshpande as an Executive Director of the Company and to fix remuneration.

We wish to inform you that the Company has completed today, i.e., on June 3, 2022, the electronic dispatch of the Postal Ballot Notice dated May 30, 2022.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot together with the Explanatory Statement.

In accordance with the General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021 and No. 3/2022 dated 05th May 2022 issued by the Ministry of Corporate Affairs (MCA), the Postal Ballot Notice is being sent only by electronic mode to the members whose name appear in the Register of Members / List of Beneficial Owners as on June 1, 2022, i.e., cut-off date and whose email addresses are registered with the Company / Depositories / R & T Agent. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

The Company has engaged the services of the NSDL for providing e-voting facility. The e-voting period will commence on Saturday, June 4, 2022, at 9.00 a.m. (IST) and end on Sunday, July 3, 2022 at 5.00 p.m. (IST). The results of the Postal Ballot will be announced on or before July 5, 2022, before the close of the working hours.

The Notice of Postal Ballot is available on the website of the Company - www.ggdandekar.com. We request you to kindly take the same on your record.

Thanking You
Yours Sincerely,
For **G. G. Dandekar Machine Works Limited**

Sayalee Yengul
Company Secretary
Encl.: As above

CIN : L70100MH1938PLC002869

Regd. Office & Factory :
B-211/1, MIDC Butibori Industrial Area,
Kinho Village, Tah. Hingna,
Dist. Nagpur - 441122, Maharashtra
Tel. : (07103) 295109
Website : www.ggdandekar.com

POSTAL BALLOT NOTICE**Dear Member(s)**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the "Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") as amended from time to time, read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), including any statutory modification(s) or re-enactment thereof, for the time being in force, and General Circular No. 14/2020 dated 08th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December 2021 and General Circular No. 3/2022 dated 05th May 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") for obtaining assent of the members of the Company by means of Postal Ballot voting through electronic means ("remote e-voting") on the Resolutions set out in this Notice.

In view of the COVID-19 related lockdown and social distancing requirements, MCA Circulars were issued by the Ministry of Corporate Affairs inter alia specifying the framework for the conduct of special businesses through the mechanism of Postal Ballot/ e-voting. Accordingly, the Postal Ballot Notice is being sent vide e-mail to all the shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ("RTA") / Depository Participant(s) and are entitled to cast their votes as on the Cut-off date being June 1, 2022.

The Members' consideration and approval are sought for the Special Resolution(s) annexed hereto. The Explanatory Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolution(s) is also appended herewith and is being sent to the Members for their consideration vide email.

In compliance with the requirements of MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. Accordingly, the proposed Resolution(s) and the Explanatory Statement thereto is sent to you for your consideration, vide email. The Company has appointed Mr. Mahesh Athavale, Partner of Kanj & Co LLP, Practicing Company Secretaries as Scrutinizer for scrutinizing the Postal Ballot remote e-voting process in a fair and transparent manner.

The Ordinary Resolution shall be declared as passed by Postal Ballot if votes cast in favour are exceeding the votes cast against the resolution whereas the Special Resolution(s) shall be declared as passed by Postal Ballot if votes cast in favour are exceeding three times the votes cast against the resolution(s).

You are requested to read the Notes to this Notice and provide your assent (FOR) or dissent (AGAINST), in the electronic form as mentioned in the notes before the close of working hours (5:00 p.m. IST) on July 3, 2022. The Scrutinizer will submit his report to the Chairman / any other Director as authorised by the Company after completion of the remote e-voting Postal Ballot process. Results of the Postal Ballot remote e-voting will be declared by the Chairman / any other Director as authorised by the Company on or before July 5, 2022 and shall be also displayed on the website of the Company, viz. www.ggdandekar.com and also communicated to the BSE Limited, where the Company's shares are

CIN : L70100MH1938PLC002869**Regd. Office & Factory :****B-211/1, MIDC Butibori Industrial Area,****Kinhi Village, Tah. Hingna,****Dist. Nagpur - 441122, Maharashtra****Tel. : (07103) 295109****Website : www.ggdandekar.com**

listed. The declaration of the results of the Postal Ballot remote e-voting by the Chairman / Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder.

Members may note that as required under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant MCA Circulars, the Company is offering remote e-voting facility to all its Members as a compulsory mode to exercise their right to vote. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Detailed instructions to use the facility are given separately.

PROPOSED RESOLUTIONS

SPECIAL BUSINESS:

Item No 1:

To consider the appointment of Mr. Pranav Deshpande as a Director of the Company

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

“RESOLVED THAT Mr. Pranav Deshpande (DIN: 06467549), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 6th April 2022 pursuant to Article 110 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

Item No 2:

To consider the appointment of Mr. Pranav Deshpande as an Executive Director of the Company and to fix remuneration.

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013, (the Act), and the Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Articles of Association of the Company and subject to such other approvals as may be necessary and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint Mr. Pranav Deshpande (DIN: 06467549) as the Executive Director of the Company, for a term of three years with effect from April 6, 2022, upon the terms and conditions as set out in the Agreement to be entered into between the Company and Mr. Pranav Deshpande (DIN: 06467549) on the remuneration and other terms, set out below:

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- A. SALARY:** Basic Salary will be Rs. 75,000/- (Rupees Seventy-Five Thousand only) per month.
- B. PERQUISITES:** In addition to the aforesaid salary, Mr. Pranav Deshpande as an Executive Director shall be entitled to the following perquisites:
1. Personal accident insurance, premium whereof does not exceed Rs. 10,000/- per annum.
 2. Contribution to Provident Fund as per the rules of the Company.
 3. Gratuity at the rate of 30 days' salary for each completed year of service.
 4. Thirty (30) calendar days' leave on completion of a years' service period.

Such other benefits and perquisites as may be approved from time to time.

Perquisites shall be evaluated as per the provisions of the Income Tax Rules.

C. COMMISSION:

Commission shall be decided by the Board of Directors based on the net profits of the Company each year, subject to the condition that the aggregate remuneration of an Executive Director shall not exceed the limit laid down under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

D. MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year during his tenure as an Executive Director, the above-mentioned remuneration shall be treated as minimum remuneration as required under the provisions of Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification thereof.

So long as he functions as the Executive Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT, Mr. Pranav Deshpande will be a Director liable to retire by rotation and his reappointment as such Director shall not be deemed to constitute a break in his appointment as the Executive Director

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to revise the terms of remuneration from time to time within the limits prescribed and permitted under Sections 197 including Rules made thereunder and Schedule V of the Companies Act, 2013 as amended from time to time, during the aforesaid period without further approval of the members of the Company, but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration and that the decision of the Board of Directors shall be final and conclusive in this regard."

By Order of the Board of Directors
For G G Dandekar Machine Works Limited



Name: Sayalee Yengul
Designation: Company Secretary
Membership no.: A37267

Place: Pune
Date: May 30, 2022

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NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
3. In view of the COVID-19 related lockdown and social distancing requirements, the Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode only to those Members, whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participant(s). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents / Annual Reports electronically to their email address. For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they may follow the procedure given below.

A. Registration for Demat shareholders:

Shareholders holding shares in dematerialized mode are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants.

B. Registration of Email Id for shareholders holding physical shares:

Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company at ir@ggdandekar.com or its R&T Agent viz. Link Intime India Private Limited at pune@linkintime.co.in.

4. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever, such Member is requested to contact the Company at cs@ggdandekar.com or M/s Link Intime India Pvt Ltd. at pune@linkintime.co.in between 09:00 am to 05:00 pm IST on all working days, except Sunday.
5. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 1, 2022. The Postal Ballot Notice is being sent to members in electronic form only to the email addresses registered.
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on June 1, 2022. The right of voting by the Postal Ballot i.e. remote e-voting shall not be exercised by a Proxy.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
8. The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 1, 2022, are entitled to exercise his/her vote through e-voting. The member who does not hold any shares as on cut-off date may treat this notice for information purposes only.

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9. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to ir@ggdandekar.com for the same. Copy of relevant documents referred to in the Notice and Explanatory Statement would be available for inspection by the Members on the website of the Company (www.ggdandekar.com) up to the date of declaration of the results.
10. Voting through electronic means:

In compliance with Regulation 44 of SEBI LODR and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India & MCA Circulars, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to all its members.

The e-voting period commences on Saturday, June 4, 2022 (9.00 a.m.) and ends on Sunday, July 3, 2022 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., June 1, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

The instructions for voting through electronic means are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold 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 e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 authorized to vote, to the Scrutinizer by e-mail to mahesh.athavale@kanjcs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to ir@ggdandekar.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@ggdandekar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
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11. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available on the website www.evoting.nsdl.com under the 'Downloads section'. You can also contact NSDL via email at evoting@nsdl.co.in or call on toll-free no. 1800-1020-990 and 1800-22-44-30.
 12. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
 13. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
 14. Upon completion of the scrutiny, the Scrutinizer will submit his report to the Chairman / any Director as authorised by the Company.
 15. The result of the postal ballot i.e. remote e-voting shall be declared on or before July 5, 2022. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ggdandekar.com and communicated to the Stock Exchange viz. BSE Limited (BSE) and will also be available on the website of NSDL www.evoting.nsdl.com. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on July 3, 2022, i.e. the last date specified for e-voting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO 1 OF THE NOTICE:**

Mr. Pranav Deshpande (DIN 06467549) was appointed as an Additional Director by the Board based on the recommendation of the Nomination & Remuneration Committee, with effect from 06th April 2022 subject to the approval of Members. Given the above, it is proposed to appoint Mr. Pranav Deshpande as a Director of the Company under the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force).

The Company has received from Mr. Pranav Deshpande necessary disclosures which include (i) consent to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 notice in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of a director pursuant to any SEBI order as per BSE Circular no LIST/COMP/14/2018-19 dated 20.06.2018.

Mr. Pranav Deshpande (age 41 years) is a Financial Analyst and holds a Masters' Degree in Management Sciences. He was associated with the Kirloskar Group from 2009 to 2016. He has a strong background in Finance, Taxation, Project Management, and Strategy. He was appointed as the Chief Executive Officer of the Company w.e.f. 06.01.2022.

Mr. Pranav Deshpande is liable to retire by rotation and his re-appointment as such Director shall not be deemed to constitute a break in his appointment.

Mr. Pranav Deshpande holds 40 equity shares of the Company. He is a Member of the Stakeholders Relationship Committee of the Company. He has attended four meetings as the CEO of the company and one meeting as a Director and CEO of the company since his appointment at respective positions. He was not appointed as an independent director of the company previously. He has not resigned as a director from any listed entities in the past three years.

He is a Director in the following Companies.

Name of the Company	Board Position Held	Committee Membership
Achyut And Neeta Holdings And Finance Pvt Ltd.	Additional Director	-
Renaissance Global Pte Ltd. (Foreign Company)	Director	-

He is not related to any of the Directors on the Board of the Company.

In the opinion of the Board, Mr. Pranav Deshpande fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as a Director of the Company and possesses appropriate balance of skills, experience, and knowledge to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. Pranav Deshpande setting out the terms and conditions would be available for inspection by the Members on the website of the Company up to the date of declaration of the results.

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The Board considers that his association would be of an immense benefit to the Company and it is desirable to avail services of Mr. Pranav Deshpande.

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), with effect from January 1, 2022, every listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for approval by the members through Postal Ballot in accordance with Section 110, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time.

Save and except, Mr. Pranav Deshpande, to the extent of his shareholding interest (40 equity shares) in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, or financially or otherwise in the said resolution.

ITEM NO 2 OF THE NOTICE:

Mr. Pranav Deshpande (DIN 06467549) was appointed as an Executive Director by the Board based on the recommendation of the Nomination & Remuneration Committee, with effect from 06th April 2022 to hold office for a term of 3 (three) consecutive years up to 5th April 2025, subject to the approval of Members. Given the above, it is proposed to appoint Mr. Pranav Deshpande as an Executive Director of the Company under the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force).

The appointment and remuneration payable to Mr. Pranav Deshpande are subject to the approval of members as required by provisions of section 196 of the Companies Act, 2013, (the Act), read with Schedule V to the Act and Rules thereof and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

The Company has received from Mr. Pranav Deshpande necessary disclosures which include (i) consent to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 notice in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of a director pursuant to any SEBI order as per BSE Circular no LIST/COMP/14/2018-19 dated 20.06.2018.

Mr. Pranav Deshpande (age 41 years) is a Financial Analyst and holds a Masters' Degree in Management Sciences. He was associated with the Kirloskar Group from 2009 to 2016. He has a strong background in Finance, Taxation, Project Management, and Strategy. He was appointed as the Chief Executive Officer (CEO) of the Company w.e.f. 06.01.2022.

Mr. Pranav Deshpande is liable to retire by rotation and his re-appointment as such Director shall not be deemed to constitute a break in his appointment as an Executive Director.

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Mr. Pranav Deshpande holds 40 equity shares of the Company. He is a Member of the Stakeholders Relationship Committee of the Company. He has attended four meetings as the CEO of the company and one meeting as a Director and CEO of the company since his appointment at respective positions. He was not appointed as an independent director of the company previously. He has not resigned as a director from any listed entities in the past three years.

He is a Director in the following Companies.

Name of the Company	Board Position Held	Committee Membership
Achyut And Neeta Holdings And Finance Pvt Ltd.	Additional Director	-
Renaissance Global Pte Ltd. (Foreign Company)	Director	-

He is not related to any of the Directors on the Board of the Company.

In the opinion of the Board, Mr. Pranav Deshpande fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Executive Director of the Company and possesses appropriate balance of skills, experience, and knowledge to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. Pranav Deshpande setting out the terms and conditions would be available for inspection by the Members on the website of the Company up to the date of declaration of the results.

The Board considers that his association would be of an immense benefit to the Company and it is desirable to avail services of Mr. Pranav Deshpande.

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), with effect from January 1, 2022, every listed entity shall ensure that approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to Section II, Part II of the Schedule V of the Companies Act, 2013, where, in any financial year, during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may pay remuneration to the managerial person or other director, in excess of the prescribed limits if the resolution passed by the shareholders, is a special resolution. The statement as required under the above provisions of the Companies Act, 2013 with reference to Special Resolution at Item No. 2 is annexed hereto as Annexure 1.

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice for approval by the members through Postal Ballot in accordance with Section 110, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time.

Save and except, Mr. Pranav Deshpande, to the extent of his shareholding interest (40 equity shares) in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, or financially or otherwise in the said resolution.

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Annexure 1

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General information:		
1.	Nature of industry	The Company is engaged in the business of manufacturing machinery & spares for Rice Mills and real estate & leasing of properties.
2.	Date or expected date of commencement of commercial production	The Company is in the business of manufacturing machinery & spares for Rice Mills since 1938. It will commence the business of real estate & leasing of properties in the year 2022.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	a. FY 2021-22: Revenue from Operations – Rs. 138.29 Lakhs; Profit/(Loss) Before Tax – Rs. 1,720.84 Lakhs; Profit/(Loss) After Tax – Rs. 1,645.31 Lakhs b. FY 2020-21: Revenue from Operations – Rs. 457.04 Lakhs; Profit/(Loss) Before Tax – Rs. (112.04 Lakhs); Profit/(Loss) After Tax – Rs. (114.67 Lakhs) c. FY 2019-20: Revenue from Operations – Rs. 420.62 Lakhs; Profit/(Loss) Before Tax – Rs. (366.79 Lakhs); Profit/(Loss) After Tax – Rs. (340.80 Lakhs)
5.	Foreign investments or collaborations, if any.	Not Applicable
II. Information about the appointee:		
1.	Background details	Mr. Pranav Deshpande (age 41 years) is a Financial Analyst and holds a Masters' Degree in Management Sciences. He was associated with the Kirloskar Group from 2009 to 2016. He has over 15 years of rich professional experience in various capacities which spans across diverse industries & companies including Renaissance Global Pte Ltd. & Lokmanya Hospitals Pvt Ltd. He was appointed as the Chief Executive Officer of the Company w.e.f. 06.01.2022.

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2.	Past remuneration	Mr. Pranav Deshpande was appointed the Executive Director of the Company w.e.f. 08.01.2013 to 07.01.2016 at a remuneration of Rs. 14.99 Lakhs p.a. as per Resolution passed by the Board of Directors & Shareholders in their meeting held on 08.01.2013 & 31.07.2013 respectively.
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	Mr. Pranav Deshpande is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He has a strong background in Finance, Taxation, Project Management, and Strategy.
5.	Remuneration proposed	As stated in the Resolution at Item No. 2 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Pranav Deshpande is comparable to that drawn by his peers in a similar capacity in the industry and is commensurate with the size of the Company and the diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any.	Mr. Pranav Deshpande holds 40 equity shares of the Company and besides the remuneration proposed, Mr. Pranav Deshpande does not have any pecuniary relationship with the Company or relationship with the managerial personnel or other directors.
III. Other information:		
1.	Reasons of loss or inadequate profits	In the future, there may be changes in the business environment due to the impact of COVID-19 pandemic and the Russia-Ukraine crisis. This may disrupt and affect decisions of potential customers. The profitability of the Company may be adversely impacted due to the mentioned above factors. The Company is passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013, and as a matter of abundant precaution.

2.	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that are expected to result in an improvement in the present position. In March 2022, the Company obtained approval from its shareholders to undertake the business activity of real estate and leasing of property. The Company has strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce costs & improve the bottom line.
3.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

**By Order of the Board of Directors
For G G Dandekar Machine Works Limited**



Name: Sayalee Yengul

Designation: Company Secretary

Membership no.: A37267

Place: Pune

Date: May 30, 2022

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