

Ref No.: GGD/Sec./2019/09/05
 27th September, 2019

BSE Scrip Code: 505250

To,
The Executive Director
 Corporate Relationship Department
 BSE Limited
 Floor no.25, PJ Towers,
 Dalal Street,
 Mumbai – 400 001

Dear Sir,

Sub: Proceedings and Outcome of the 80th Annual General Meeting of the Company

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the following businesses were put to vote at the 80th Annual General Meeting (AGM) of the Company held on Friday, 27th September 2019, at 11.30 am at the registered office of the Company at 211/A, MIDC Butibori Industrial Area, Village Kinhi, Tal. Hingna, Dist. Nagpur - 441122, Maharashtra as under:

1. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution to appoint a Director in place of Mr. Madhav Chandrachud (DIN 06419028), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ordinary Resolution to appoint M/s Kulkarni Soman & Associates, Chartered Accountants as Statutory Auditors of the Company.
4. Ordinary Resolution to consider and ratify appointment of Mr. Pawan J. Rathi (DIN: 06669485) as Non-Executive Independent Director for a period of 5 years.
5. Special Resolution to consider and re-appoint Mr. Saurabh B. Patwardhan (DIN: 03056479) as Non-Executive Independent Director for a second term of 5 years.

CIN : L99999MH1938PLC002869

Regd. Office & Factory :
 B-211/1, MIDC Butibori Industrial Area,
 Kinhi Village, Tah. Hingna,
 Dist. Nagpur - 441122, Maharashtra
 Tel. : (07104) 667300
 Fax : (07104) 667302
 Website : www.ggdandekar.com



The Company provided the remote e-voting facility to members on resolutions proposed to be considered in the AGM from 24th September, 2019 (9:00 am) to 26th September, 2019 (5:00 pm). Further the facility to vote through ballot paper was also provided at the AGM venue.


The Proceedings of the 80th Annual General Meeting held is enclosed as hereunder.

However, the Results of the voting through Ballot Forms at the AGM and Remote e-voting opted by the members on the resolutions for Item no. 1 to 5 of AGM Notice, will be submitted separately in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's report thereon.

Please acknowledge the receipt.

Thanking you.

Yours faithfully,
For **G. G. Dandekar Machine Works Limited**


Ajay Shrivastava
Company Secretary



Encl: A/a

Proceedings of the 80th Annual General Meeting of the Members of G. G. Dandekar Machine Works Limited held on 27th September, 2019 at 11:30 am at Company's registered office at 211/A, MIDC Butibori Industrial Area, Village Kinhi, Tal. Hingana, Dist. Nagpur 441122, Maharashtra.

The following Directors(s) were present:

- | | |
|---------------------------|--|
| Mr. Madhav R. Chandrachud | - Non-Executive Director & Chairman of Stakeholders Relationship Committee Meeting |
| Mr. Mangesh S. Joshi | - Executive Director & Member |
| Mr. Pawan J. Rathi | - Director & Chairman of Audit Committee and Nomination & Remuneration Committee |

In attendance:

Mr. Ajay Shrivastava, Company Secretary
Mr. Mahavir Barlota, Chief Financial Officer

In the absence of Mr. Nihal G. Kulkarni, Chairman, the members present have appointed Mr. Madhav Chandrachud as the Chairman for the meeting. The Chairman welcomed all the Members who attended the meeting in person or through their proxies or body corporates through their representatives to the 80th Annual General Meeting of the Company. He then introduced the Directors sitting on the dais. The Chairman informed the members about the absence of Mr. Nihal Kulkarni, Chairman of Board because of his travel abroad and Mr. Saurabh Patwardhan, Independent Director due to business commitments.

The Chairman made the following announcements:

1. That the requisite quorum was present throughout the meeting as per the Articles of Association of the Company and the Companies Act, 2013 and therefore, called the meeting in order.
2. Mr. Pawan J. Rathi, Chairman of the Audit Committee and Nomination & Remuneration Committee was present.

The Statutory Register and Inspection documents were available during the Meeting for inspection to the Members. The Chairman noted the attendance of Mr. Shantanu Ghanekar, Partner of M/s Joshi & Kulkarni, Chartered Accountants, Statutory Auditors and Mr. Mahesh Athavale, partner of M/s Kanj & Associates, Practicing Company Secretaries, Secretarial Auditors.

The Chairman then took up the proceedings of the meeting. With the consent of the Members the Notice of the 80th Annual General Meeting, Financial Statements, Directors' Report were taken as read.

The Chairman stated that since there were no qualifications in Auditor's Report, the same need not be read at the meeting and then read the qualifications and management comments of secretarial audit report.



Thereafter, the Chairman delivered his address to the members.

Then the Chairman invited members who would like to raise queries to the Board of Directors or to make their comments and seek clarifications, if any.

The Chairman informed the Members that Company, in accordance with the provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 had provided electronic voting to its members through remote e-voting during the period from Tuesday 24th September, 2019 (9:00 am) to Thursday 26th September, 2019 (5:00 pm) to those members who were entitled to vote as on the cut-off date Friday, 20th September, 2019. Therefore, it was obligatory to provide similar voting rights to the members present in person and through proxies at the Annual General Meeting, to vote in proportion to the shares held by them. He then announced voting through polling papers on all the resolutions of ordinary business as set out in Item No. 1, 2, 3 and 4 of the Notice and special resolution as set out in Item no. 5 of the Notice.

The Chairman informed that the Board has appointed Mr. Mahesh Athavale, partner of M/s Kanj & Associates, Practicing Company Secretaries as scrutinizer to scrutinize voting through polling paper, who was also appointed as scrutinizer for the remote e-voting process. The Chairman requested the scrutinizer to take over the proceedings of voting through polling paper and to submit his report (on voting through Polling paper and e-voting) to him not later than forty eight hours from the conclusion of the meeting.

Conduct of Poll

Mr. Mahesh Athavale, partner of M/s Kanj & Associates, Practicing Company Secretaries appointed for the voting through polling paper, conducted the poll which included distribution of polling papers, showing empty polling box to the members, locking of empty polling box in the presence of members. After ensuring that all members participating in the voting through polling paper had casted their votes, the scrutinizer then took the custody of the polling box.

Thereafter, the Chairman concluded by thanking the Members for attending the Meeting and announced the formal closure of the 80th Annual General Meeting of the Company.

The meeting concluded at 11.55 am and the Chairman delivered the vote of thanks.

Results of the Electronic Voting and Voting through Polling Paper on the Ordinary and Special Business at the 80th Annual General Meeting of the Company held on Friday, 27th September, 2019

On the basis of scrutinizer's consolidated report dated 27th September, 2019 for voting through Electronic mode and voting through Polling Paper, received on 27th September, 2019 for Item No. 1, 2, 3, 4 and 5. The Chairman announced the results of all the resolutions for ordinary and special business as set out in item No. 1, 2, 3, 4 and 5 of the notice of the 80th Annual General Meeting of the Company have been duly passed by the requisite majority are recorded hereunder.



Ordinary Business:

Item No. 1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the financial year ended 31 March, 2019 and the Reports of the Board of Directors and Auditors thereon:

"RESOLVED THAT the Audited Accounts of the Company for the year ended on 31st March, 2019, together with the Directors' and Auditor's Reports thereon, as circulated to the Shareholders and laid before this Meeting, be and the same are hereby considered and adopted."

Item no. 2: Ordinary Resolution

Re-appointment of Mr. Madhav R. Chandrachud, (holding DIN No. 06419028) as a Director of the Company

"RESOLVED THAT Mr. Madhav R. Chandrachud, (holding DIN No. 06419028) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

Item no. 3: Ordinary Resolution

Appointment of M/s. Kulkarni Soman and Associates, Chartered Accountants, as the Statutory Auditors of the Company.

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013, M/s. Kulkarni Soman & Associates, (Firm Registration Number 139786-W) Chartered Accountants, Pune be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 80th Annual General Meeting till the conclusion of the 85th Annual General Meeting, at a remuneration decided by the Audit Committee and Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

Special Business:

Item no. 4: Ordinary Resolution

To consider and ratify appointment of Mr. Pawan J. Rathi (holding DIN No. 06669485) as Non-Executive Independent Director for a period of 5 years.

"RESOLVED THAT, in accordance with the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pawan Jasraj Rathi (holding DIN: 06669485), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company



has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for the term of 5 (Five) consecutive years upto 15th May, 2024, not liable to retire by rotation."

Item no. 5: Special Resolution

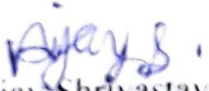
To consider re-appointment of Mr. Saurabh B. Patwardhan (holding DIN No. 03056479) as Non-Executive Independent Director for a second term of 5 years.

"RESOLVED THAT, in accordance with the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Saurabh Patwardhan (holding DIN: 03056479) who holds office as an Independent Director from 11th September, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (Five) consecutive years up to 10th September, 2024, not liable to retire by rotation."

All the above resolutions were put to vote through remote e-voting and voting through polling papers, were passed with requisite majority.

Thanking You
Yours Faithfully

For G. G. Dandekar Machine Works Limited


Ajay Shrivastava
Company Secretary



Place: Nagpur

Date: 27th September, 2019