

G. G. DANDEKAR MACHINE WORKS LIMITED

NOTICE

Notice is hereby given that the 79th Annual General Meeting of G. G. Dandekar Machine Works Limited will be held on Friday, 21st day of September, 2018 at 11:00 a.m. at 211/A, MIDC Butibori Industrial Area, Kinhi Village, Tah. Hingna, Dist. Nagpur -441122, Maharashtra to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2:

To appoint a director in place of Mr. Nihal Kulkarni (DIN 01139147), who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO.3:

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 11th September, 2014, the appointment of M/s Joshi & Kulkarni, Chartered Accountants, Pune (Firm Reg. No. 115751W) as the Statutory Auditors of the Company to hold office till the conclusion of the 80th Annual General Meeting to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2019 as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS

ITEM NO. 4

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with Schedule V to 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, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Mangesh Joshi (holding DIN 07244555) as the Executive Director of the Company, not liable to retire by rotation, for a term of three years with effect from 25th July, 2018 upon the terms and conditions as set out below :

A. BASIC SALARY: Basic Salary shall be Rs 1,00,000/- (Rupees One Lakh only) per month.

B. PERQUISITES: In addition to the aforesaid salary, Mr. Mangesh Joshi as an Executive Director shall be entitled to the following perquisites:

1. Fully furnished residential accommodation. The expenses on furnishing, gas, electricity, water and other utilities and repairs shall be borne by the Company. Where no accommodation is provided by the Company, suitable house rent allowance in lieu thereof may be paid up to Rs. 40,000/- per month.
2. Special allowance not exceeding Rs. 1,78,000/- per month.
3. Leave travel assistance for self and family not exceeding Rs. 4,20,000/- per annum.
4. Hospitalization expenses incurred for self and family will be paid on actual basis.
5. Personal accident insurance, premium whereof does not exceed 12,000/- per annum.
6. A car with fuel, maintenance, insurance etc, where Company does not provide car, reimbursement of expenses up to Rs. 12,000 per month.

7. Mobile and Telephone bill for amount not exceeding Rs. 2,000/- per month.
8. Contribution to Provident Fund as per the rules of the Company.
9. Gratuity at the rate of 30 days' salary for each completed year of service.
10. Leave at the rate of one month for every eleven months of service. Leave not availed of may be encashed at the end of tenure.
11. Reimbursement of all medical expenses incurred for self and family up to Rs. 6000/- per month.
12. Such other benefits and perquisites as may be approved from time to time.

Family for the above purpose means spouse, dependent children and dependent parents of the Executive Director

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.

D. MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year during the currency of his tenure as an Executive Director, remuneration by way of salary, perquisites and other allowances shall be in accordance with the ceiling prescribed in Schedule V to the Companies Act, 2013 or any statutory modification thereof, as minimum remuneration.

For the purpose of computation of minimum remuneration, the following shall not be included:

1. Contribution to Provident Fund to the extent of it is not taxable under the Income tax Act, 1961.
2. Gratuity at the rate of 30 days' salary for each completed year of service.

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

RESOLVED FURTHER THAT, Mr. Mangesh Joshi shall not be liable to retire by rotation till he continues as the Executive Director of the Company.

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 and Schedule V of the Companies Act, 2013 as amended from time to time, during the aforesaid period without being required to seek any fresh 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

Sd/-

Place: Pune
Date: 24th July, 2018

Aneesh Parwani
Company Secretary

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NOTES:

- I. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- II. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A Proxy Form for the Meeting is enclosed.
- III. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting
- IV. The Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, ("the Act") in respect of Ordinary Business No. 2 & Special Business No. 4 to be transacted at this Annual General Meeting is annexed hereto.
- V. Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment / re-appointment at this ensuing Annual General Meeting forms part of this notice.
- VI. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed from Saturday, 15th September, 2018 to Friday 21st, September, 2018 (both days inclusive) for the purpose of the Meeting.
- VII. Pursuant to the provisions of Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in Form SH-13 in duplicate (which will be made available on request) to the R & T Agent of the Company
- VIII. Pursuant to section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- IX. Pursuant to the provisions of section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016. Dividends pertaining to the year 2009-10, which remained unpaid or unclaimed for a period of 7 years has been transferred to the IEPF Authority (IEPF Account) in the year 2017, all shares in respect of which dividend has remained unpaid or unclaimed for 7 consecutive years are liable to be transferred to the IEPF Authority. In this regard, Company has individually informed the members concern and also published notice in the newspapers on 03rd August, 2018 as per IEPF Rules requesting the shareholders to make their claim by the due date i.e. 03rd November, 2018. The details of such members and shares due for transfer are uploaded on the website of the Company, viz., www.ggdandekar.com.

Once the aforesaid shares/dividend is transferred to IEPF, the concerned shareholders can claim the same by making an application in the prescribed form and manner to the IEPF Authority.

Further all the members, who have not claimed or encashed their dividend pertaining to the year 2010-11, are requested to claim the same by 3rd November, 2018 i.e. on or before the expiry of 7 years. In case valid claim is not received by that date, the Company will proceed to transfer the dividend amount as well as shares to the IEPF account in terms of IEPF Rules.

- X. Members are requested to register their email addresses with the Company / the R & T Agent in case of holding of shares in physical form and with the concerned DPs in case of shares held in dematerialised form.
- XI. Complete details of e-voting are annexed to this notice.
- XII. **Permanent Account Number (PAN)**

The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members are requested to submit their PAN to their DPs (in case of shares held in dematerialised form) or to the Company / the R & T Agent (in case of shares held in physical form).

- XIII. Members are requested to inform change in address or Bank mandate to their respective DPs with whom they are maintaining their demat accounts and with the R&T Agent or the Company for the shares held in physical form by a written request duly signed by the member for receiving all communications in future.
- XIV. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.
- XV. Members may avail the facility of dematerialisation by opening demat accounts with the DPs of either NSDL or CDSL and get the equity share certificate held by them dematerialised.

Since the securities of the Company are compulsorily tradeable in electronic form to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.

The requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in the dematerialised form with a depository after 5th December, 2018, as per SEBI Notification dated 8th June, 2018.

- XVI. Members who hold shares in electronic form are requested to bring their Client ID and DP ID for easy identification.
- XVII. Members are requested to bring their attendance slip and copy of the Annual Report at the Meeting. A blank format of attendance slip is appended to the Annual Report.
- XVIII. Members having multiple folios are requested to intimate to the Company / the R & T Agent such folios, to consolidate all shareholdings into one folio.
- XIX. All documents referred to in the Notice or in the accompanying Statement annexed to the Notice are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 12.00 noon, prior to the date of the Annual General Meeting and also available for inspection at the meeting.
- XX. The Notice along with the Annual Report will be sent electronically indicating the process and manner of e-voting to the members whose e-mail addresses are registered with the DPs / the Company. The physical copy of the Notice along with the Annual Report will be sent to those members whose email addresses are not registered with the DPs / the Company indicating the process and manner of e-voting.

The members will be entitled to receive physical copy of Annual Report for the Financial Year ended 31st March, 2018, free of cost, upon sending a request to the R & T Agent or the Company. The Notice along with the Annual Report will also be available on the Company's website, viz., <http://www.ggdandekar.com>

XXI. **E-VOTING INSTRUCTIONS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (**NSDL**).
2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Tuesday, 18th September 2018 (9:00 a.m.) and ends on Thursday, 20th September 2018 (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 of 14th September 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The process and manner for remote e-voting is 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.
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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members:

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 authorised signatory(ies) who are authorised 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 <https://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 <https://www.evoting.nsdl.com/> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- XXII. The voting rights of members shall be in proportion to their shares of the paid up equity shares of the Company as on the cut-off date of 14th September, 2018.
- XXIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Form.
- XXIII. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

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- XXIV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2018 may obtain the login ID and password by sending a request to evoting@nsdl.co.in
- However, if you are already a registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://www.evoting.nsdl.com/> or contact NSDL at the following toll free no.: 1800-222-990.
- XXV. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- XXVI. Mr. Mahesh Athavale, Practicing Company Secretary, (Membership No. FCS 2412 CP No. 1488), Pune, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XXVII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Form" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XXVIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XXIX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz., www.ggdandekar.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XXX. Route map showing directions to reach to the venue of the AGM is given at the end of this Notice as per the requirement of SS-2.

By Order of the Board of Directors

Sd/-

Place: Pune
Date: 24th July, 2018

Aneesh Parwani
Company Secretary

ANNEXURE TO THE NOTICE

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 (1) of the Companies Act, 2013 (the Act) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), the following Statement sets out all material facts relating to Item Nos. 2 in the accompanying notice of 79th Annual General Meeting of the Company to be held on Friday, 21st September, 2018 at 11.00 a.m. at 211/A, MIDC Butibori Industrial Area, Kinhi Village, Tah. Hingna, Dist. Nagpur -441122, Maharashtra.

ITEM NO. 2 OF THE NOTICE:

Mr. Nihal Kulkarni (holding DIN: 01139147) retires by rotation and being eligible, offer himself for re-appointment.

Mr. Nihal G. Kulkarni (aged 36 years), A. B. in Economics from Brown University, USA, has over ten years of experience in the areas of finance and investments. Mr. Nihal Kulkarni has undergone extensive training with the Kirloskar Group, Toyota Motor Sales, USA and DSP Merrill Lynch. Mr. Nihal Kulkarni is the Chairman of the Company. Mr. Nihal Kulkarni was the Managing Director of Kirloskar Industries Limited from 23 October, 2010 up to 25th January, 2012. Mr. Nihal Kulkarni has been appointed as Managing Director of Kirloskar Oil Engines Limited with effect from 26th January, 2012.

Mr. Nihal G. Kulkarni is also Director in following other Companies:

Name of the Company	Board Position Held	Committee Membership
Kirloskar Oil Engines Limited	Managing Director	Corporate Social Responsibility Committee-Member
Kirloskar Industries Limited	Director	Audit Committee-Member
Kloudq Technologies Limited	Director	-
Expert Quality Cloud Information Technology Pvt. Ltd.	Director	-
Achyut And Neeta Holdings And Finance Pvt Ltd	Director	-
Kirloskar Capital Limited*	Director	-

* (Mr. Nihal Kulkarni has been appointed as Director of Kirloskar Capital Ltd. w.e.f 7th May, 2018)

Mr. Nihal Kulkarni is holding NIL (0.00%) equity shares of the Company.

Save and except, Mr. Nihal Kulkarni and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the members.

ITEM NO. 4 OF THE NOTICE

The Board of Directors based on recommendation of Nomination and Remuneration Committee, re-appointed Mr. Mangesh Joshi as Executive Director of the Company with effect from 25th July 2018 for a term of 3 years, on the terms and remuneration as set out in Item No.4 of the Notice.

The appointment and remuneration payable to Mr. Mangesh Joshi is also subject to the approval of members as required by provisions of the 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with Schedule V to the Act and Rules thereof.

Mr. Mangesh Joshi, 47 years is a graduate in Mechanical Engineering and post graduate in Management Science from University of Pune. He has been associated with the Kirloskar group since last 27 years. He started the role with the Company in the year 2015 as Additional Director and subsequently was re-designated as Executive Director at the Annual General Meeting w.e.f 25th July, 2015 for a period of 3 years.

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

Mr. Mangesh Joshi is holding 1 equity share of the Company. He is not a Director in any other Company.

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

Save and except, Mr. Mangesh Joshi, to the extent of his shareholding interest (1 equity share) in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

Aneesh Parwani
Company Secretary

Place: Pune
Date: 24th July, 2018