

NOTICE

Notice is hereby given that the 80th Annual General Meeting of G. G. Dandekar Machine Works Limited will be held on Friday, 27th day of September, 2019 at 11:30 a.m. at 211/A, MIDC Butibori Industrial Area, Village Kinhi, Tal. Hingana, 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 2019 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2:

To appoint a director in place of Mr. Madhav R. Chandrachud (holding DIN 06419028), who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO.3:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“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

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“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

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

“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 upto 10th September, 2024, not liable to retire by rotation.”

By Order of the Board of Directors

Sd/-

Place: Pune
Date: 06th August 2019

Ajay Shrivastava
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 the time fixed for holding the Meeting. Proxies shall not have any right to speak at 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 and 5 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, 21st September, 2019 to Friday, 27th, September, 2019 (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 2010-11, which remained unpaid or unclaimed for a period of 7 years has been transferred to the IEPF Authority (IEPF Account) in the year 2018, all shares in respect of which dividend has remained unpaid or unclaimed for 7 consecutive years are also transferred to the IEPF Authority. The details of such members and shares transferred are uploaded on the website of the Company, viz., www.ggdandekar.com.

As 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.
- 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.

The requests for effecting transfer of securities (except in case of transmission or transposition of securities) will not be permitted unless the securities are held in the dematerialised form with a depository after 31 March 2019, as per SEBI Notification LIST/COMP/15/2018-19 dated 5 July 2018 read with SEBI press release 51/2018 dated 3 December, 2018. However, there is no restriction on transmission / transposition of securities held in physical form.

- 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. 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.
- XIX. Members having multiple folios are requested to intimate to the Company / the R & T Agent such folios, to consolidate all shareholdings into one folio.

XX. Register Email Address

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 dematerialized form.

- XXI. 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.
- XXII. 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 2019, 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., www.ggdandekar.com.

XXIII. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the businesses 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 AGM ("remote e-voting") is provided by National Securities Depository Limited (NSDL).
2. The facility for voting through Ballot Form shall be made available at the AGM 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 Form.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. In pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Mr. Ajay Shrivastava, Company Secretary is authorized and responsible to address the grievances connected with the electronic voting and contact details of him is as under: E-mail: cs@ggdandekar.com Tel: 07104-667300 Address: G. G. Dandekar Machine Works Limited, 211 /A, MIDC, Buti Bori Industrial Area, Village Kinhi, Tal. Hingana, Dist. - Nagpur - 441122, Maharashtra.

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5. The remote e-voting period commences on Tuesday, 24th September 2019 (9:00 a.m.) and ends on Thursday, 26th September 2019 (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 20th September 2019, 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.
6. 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 maresh.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.: 1800-222-990 or send a request at evoting@nsdl.co.in

XXIV. 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 20th September, 2019.

XXV. 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.

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XXVI. 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.

XXVII. 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. 20th September, 2019 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 www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XXVIII. In Item no. 3 of the notice, the tenure of M/s. Joshi & Kulkarni Chartered Accountants, Pune, present Statutory Auditors of the Company is going to be completed till the conclusion of this Annual General Meeting (AGM) as contemplated by the provisions of Section 139 of the Companies Act, 2013. The Audit Committee has recommended M/s. Kulkarni Soman & Associates, Chartered Accountants, Pune (Firm Reg. No. 139786-W) for appointment as Statutory Auditors for a period of five years to hold office from this AGM till conclusion of 85th AGM of the Company. Further, as contemplated by the provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed fees payable to the Statutory Auditors proposed to be appointed shall remain same as payable to the outgoing auditor and shall also conduct tax audit pertaining to the Company, as per the basis and recommendation by the Audit Committee, which is as under:

Statutory Audit Fees : Rs. 3,25,000/-

Tax Audit fees : Rs. 75,000/-

In addition to the above fees, the amount of taxes and reimbursement of out of pocket expenses at actual were also payable to them.

XXIX. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.

XXX. 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.

XXXI. 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.

XXXII. 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 two 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.

XXXIII. 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.

XXXIV. 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: 06th August 2019

Ajay Shrivastava
Company Secretary

ANNEXURE TO THE NOTICE**STATEMENT OF MATERIAL FACTS 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, 4 & 5 in the accompanying notice of 80th Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 11.30 a.m. at 211/A, MIDC Butibori Industrial Area, Village Kinhi, Tal. Hingana, Dist. Nagpur - 441122, Maharashtra.

ITEM NO. 2 OF THE NOTICE :

Mr. Madhav R. Chandrachud (holding DIN 06419028) retires by rotation and being eligible, offer himself for re-appointment.

Mr. Madhav R Chandrachud (aged 66 years) is a graduate in Mechanical Engineering from College of Engineering, Pune and has done his Masters in Business Administration in IMDR, Pune.

He started his career in Kirloskar Oil Engines Ltd., as a Management Trainee to finally retire as a Vice President & Strategic Business Unit Head for Large Engines, in the same company in June 2012. Heading almost all the functions, mainly Manufacturing, Engineering, Quality Assurance & Marketing, mostly associated with Large Engines, enabled him to bring about significant changes in the Business Unit he headed for around 6 years.

Being a management professional throughout, Projects/Contracts management is his core competency. Successful management of two foreign collaborations and the international exposure to technology & vendor management shaped him as a successful leader.

Presently, he is a President of Kirloskar Proprietary Ltd., Pune.

He is not a Director in any other Company. He does not hold any equity share in the Company.

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

He is a Chairperson of Stakeholders' Relationship Committee and member of Audit Committee and Nomination and Remuneration Committee.

Save and except, Mr. Madhav R Chandrachud 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, in the said resolution.

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

ITEM NO. 4 OF THE NOTICE

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company, Mr. Pawan Jasraj Rathi (holding DIN: 06669485) as an Additional Director (Non Executive an Independent) on the Board of the Company with effect from 16 May 2019.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Pawan Rathi would hold office upto the date of the Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Pawan Rathi for the office of Director of the Company.

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

Mr. Pawan Rathi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, an independent director can hold office for a term upto 5 (Five) consecutive years on the Board of a company and as per Section 152 of the Companies Act, 2013, he shall not be included in the total number of directors for retirement by rotation.

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The Company has received a declaration from Mr. Pawan Rathi that he meets with the criteria of independence as prescribed both under Sub-Section (6) of Section 149 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Pawan Rathi fulfills the conditions for his appointment as an Independent Director as specified in the Act and will hold office as an Independent Director upto 15th May, 2024.

Mr. Pawan Rathi (aged 38 years) is currently working as Chief Financial Officer with Panchshil Realty, a leading real estate brand in Pune. He is a Chartered Accountant by profession having 15 plus years of experience in the fields of accounts, finance and banking. He started his career with global software and KPO brands like Amdocs, BNY Mellon and further expanded his experience to Manufacturing and Banking sector before coming in Real Estate. His areas of expertise are fund raising including PE, project feasibility analysis, setting up and streamlining business processes.

He is not a Director in any other company. He is not holding any equity share of the Company.

He is the Chairperson of Audit Committee and Nomination and Remuneration Committee and Member of Stakeholder's Relationship Committee.

The draft letter of appointment of Mr. Pawan Jasraj Rathi as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. Pawan Rathi 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, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 OF THE NOTICE

Pursuant to provisions of Section 149(6) of the Companies Act, 2013 and rules thereof, the Members of the Company at the Annual General Meeting held on 11th September, 2014 had appointed Mr. Saurabh Bhupal Patwardhan (DIN: 03056479) as an Independent Director of the Company to hold office upto 10th September, 2019.

In terms of provisions of Section 149(10) of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Saurabh Patwardhan is eligible for reappointment on passing of special resolution by the Members of the Company and disclosure of such appointment in Board's Report.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Saurabh Patwardhan for the office of Director of the Company.

Mr. Saurabh Patwardhan is proposed to be appointed as an Independent Director for a second term of five consecutive years upto 10th September, 2024 pursuant to provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013; rules thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Saurabh Patwardhan (aged 34 years) qualified Masters of Business Administration (Finance) in November 2009 from DePaul University, Chicago, IL. He also qualified Bachelor of Science in Business Administration in May 2005.

He is a Member of the Audit Committee.

He does not hold any equity share of the Company.

He is also a Director in Snehachandra Consultants Pvt. Ltd.

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

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has received declarations from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013, rules thereof and also declaration and confirmation from him pursuant to Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and rules thereof and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and he is independent of the management.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail his service as an Independent Director for a second term of five consecutive years upto 10th September, 2024.

The draft letter for re-appointment of Mr. Saurabh Patwardhan as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Saurabh Patwardhan and his relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding, if any.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5 of the Notice.

The Board recommends the special resolution as set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

Ajay Shrivastava
Company Secretary

Place: Pune
Date: 06th August 2019

G. G. DANDEKAR MACHINE WORKS LIMITED

Registered Office: 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Tal. Hingana Dist. Nagpur-441122.
(CIN: L99999MH1938PLC002869)
Email: cs@ggdandekar.com Website: www.ggdandekar.com Phone: 07104-667300 Fax: 07104-667302

80th ANNUAL GENERAL MEETING ON FRIDAY 27th SEPTEMBER, 2019 AT 11.30 A.M. PROXY FORM

Name of the Member (s).....
Registered Address.....
E-mail Id.....
Folio/DP ID/Client ID.....

I/We being member(s) of _____ shares of the above named company hereby appoint:

1. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
2. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
3. Name _____ Address _____
Email Id: _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me /us on my /our behalf at 80th Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 11.30 a.m. and at any adjournment thereof in respect of following resolutions:

Resolution No.	Resolution	Equity Shares	No. of Optional	
			For	Against
ORDINARY BUSINESS				
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and Report of Board of Directors and Auditors thereon			
2.	Re-appointment of Mr. Madhav R. Chandrachud (DIN: 06419028), who retires by rotation			
3.	Appointment of M/s Kulkarni Soman & Associates, Chartered Accountants as Statutory Auditors of the Company			
4.	Ratification of appointment of Mr. Pawan J. Rathi (DIN: 06669485) as Non-Executive Independent Director for a period of 5 years			
5.	Re-appointment of Mr. Saurabh B. Patwardhan (DIN: 03056479) as Non-Executive Independent Director for a second term of 5 years			

Signed this _____ day of _____ 2019.

Signature of Shareholder _____

Signature of Proxy holder _____

Affix Revenue Stamp 1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
2. For the Resolution, Explanatory Statements and Notes, Please refer to the Notice of Annual General Meeting.
3. It is optional to put '✓' in the appropriate column against the Resolution indicated in box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all the details including details of member(s) in above box before submission

G. G. DANDEKAR MACHINE WORKS LIMITED

(CIN: L99999MH1938PLC002869)

Registered Office: 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Tal. Hingana Dist. Nagpur-441122.
Email: cs@ggdandekar.com Website: www.ggdandekar.com Phone: 07104-667300 Fax: 07104-667302

80th ANNUAL GENERAL MEETING ON FRIDAY 27th SEPTEMBER, 2019 AT 11.30 A.M. ATTENDANCE SLIP

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I/We hereby record my/our presence at the 80th Annual General Meeting of the Company at 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Tal. Hingana Dist. Nagpur-441122 on Friday, 27th September, 2019 at 11.30 a.m.

Member's Folio/DP ID/ Client ID No.

Member's/Proxy's name in block letters

Member's/Proxy's Signature

(Please complete this attendance slip and hand over at the entrance of the meeting venue)

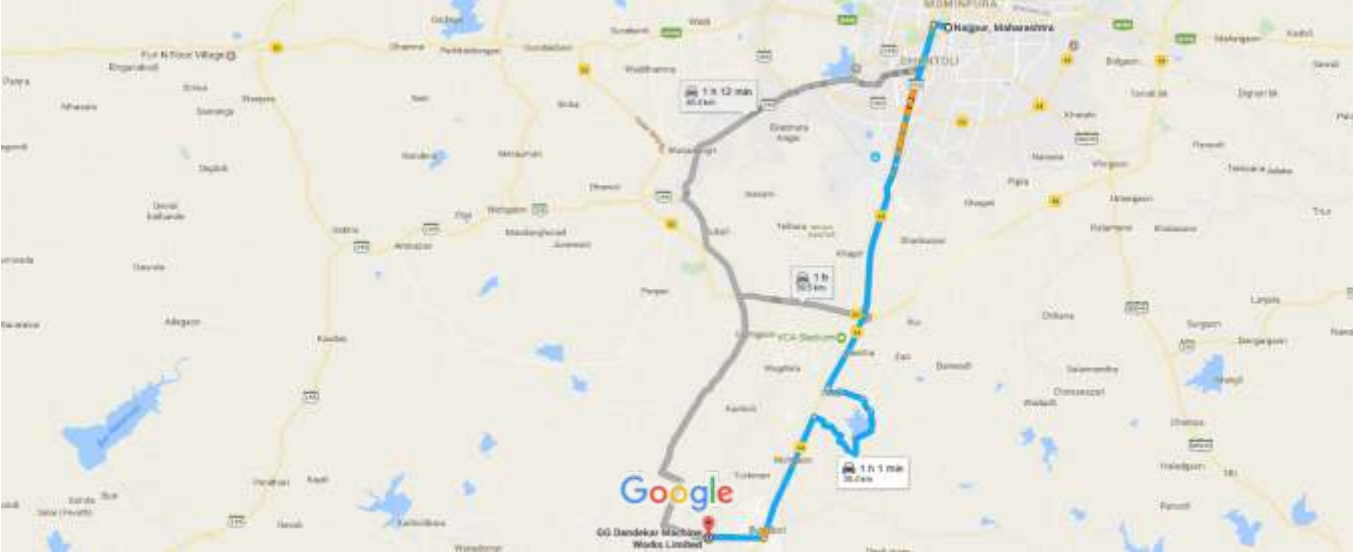
ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Notes:

1. Please read the instructions for electronic voting printed along with the notice of the annual general meeting to be held on Friday, 27 September 2019 at 11.30 a.m.
2. The remote e-Voting period starts from 24 September, 2019, (9.00 a.m.) to 26 September, 2019 (till 5.00 p.m.) The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.

Location Map for G. G. Dandekar Machine Works Limited



2 km



via Aurangabad - Nagpur Rd/Chandrapur - Nagpur Rd/Mancherial - Chandrapur - Nagpur Rd

36.4 km



via Aurangabad - Nagpur Rd/Chandrapur - Nagpur Rd/Mancherial - Chandrapur - Nagpur Rd and NH53

39.5 km



via Hingna Rd

40.4 km