

## CONSOLIDATED SCRUTINIZERS REPORT

9<sup>th</sup> August, 2016

To,  
Chairman,  
**G. G. DANDEKAR MACHINE WORKS LIMITED**  
211 / A, MIDC, ButiBori Industrial Area,  
Village Kinhi, Tal. Hingana, Dist. Nagpur,  
Nagpur - 441122

77<sup>th</sup> Annual General Meeting of the Equity Shareholders of G. G. Dandekar Machine Works Limited, on Tuesday 9<sup>th</sup> August, 2016 at 211/A, MIDC, ButiBori Industrial Area, Village Kinhi, Taluka Hingana, District Nagpur- 441122 at 11 A.M.

Dear Sir,

I, CS Mahesh A. Athavale, Partner of M/s KANJ & Associates, Pune was appointed as Scrutinizer for E-voting process and for the poll taken at the Annual General Meeting of the Company held on 9<sup>th</sup> August, 2016 report as under:

1. The e-Voting process conducted for all the resolutions, as per Section 108 of the Companies Act, 2013 between 6<sup>th</sup> August, 2016 to 8<sup>th</sup> August, 2016.
2. After completing the counting of votes cast at the Annual General Meeting, a final electronic report of the e-voting process was generated by me by using the access and authorizations given to me by National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com> (NSDL). The final report was tabulated by me and the data regarding the final e-Votes as well as the votes casted through the ballot/poll process was diligently scrutinized and reconciled with the data available on the above mentioned website.
3. Similarly with respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us. Subsequently, after the closing of the poll, the locked ballot box was opened in our presence and poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. A poll was taken on the resolutions Nos. 1, 2 and 3 as per Section 108 of the Companies Act, 2013 and the Rules made thereunder at the Annual General Meeting of the Company.
5. The cumulative/ Consolidated result of the e-Voting process and the poll taken at the Meeting is as under:



- a) As an ordinary resolution- Item No. 1 passed with requisite majority

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016 and the Reports of the Board of Directors and Auditors thereon.

- E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	2865031	100%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 17 Voting -6	257	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Total:

	Voted in favour	Voted against	Invalid
Total Votes	2865288	Nil	Nil
% of Total number	100%	Nil	Nil

b) As an ordinary resolution- Item No. 2 passed with requisite majority

To appoint a director in place of Mr. Nihal G. Kulkarni, (holding DIN No. 01139147) who retires by rotation and being eligible, offers himself for re-appointment.

- E-Voting process:

(II) Voted in favour of the resolution:

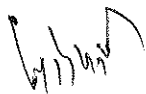
Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	2865031	Nil

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 17 Voting - 6	257	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Total:

	Voted in favour	Voted against	Invalid
Total Votes	2865288	Nil	Nil
% of Total number	100%	Nil	Nil

- c) As an ordinary resolution- Item No. 3 passed with requisite majority

To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration.

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting 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 31<sup>st</sup> March, 2017 as may be determined by the audit committee in consultation with the auditors."

- E-Voting process:

(III) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	2865031	100%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 17 Voting - 6	257	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 0 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Total:

	Voted in favour	Voted against	Invalid
Total Votes	2865288	Nil	Nil
% of Total number	<b>100%</b>	Nil	Nil

Note: The figures in percentage have been calculated and rounded off.

Thanking You,

Yours faithfully,



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Mahesh A. Athavale

Partner

KANJ & Associates,

Company Secretaries, Pune

FCS - 2412, CP No.1488

Place: Nagpur

Date: 9<sup>th</sup> August, 2016

## SCRUTINIZER'S REPORT

*(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies  
[Management and Administration] Rules, 2014)*

To  
Chairman,  
**G. G. DANDEKAR MACHINE WORKS LIMITED**  
211 / A, MIDC, Buti Bori Industrial Area,  
Village Kinhi, Tal. Hingana, Dist. Nagpur,  
Nagpur - 441122

The e-Voting process was conducted between 6<sup>th</sup> August, 2016 to 8<sup>th</sup> August, 2016 in respect of the Annual General Meeting of the Company to be held on 9<sup>th</sup> August, 2016 at S 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Taluka Hingana, District Nagpur-441122 at 11 A.M.

Dear Sir,

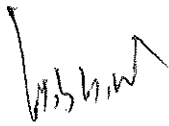
I, CS Mahesh Athavale, Partner of M/s KANJ & Associates, Practicing Company Secretaries, Pune, appointed as Scrutinizer for the purpose of the e-Voting process being carried out, as per Section 108 of the Companies Act, 2013, in respect of the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of the Company to be held on 9<sup>th</sup> August, 2016 at 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Taluka Hingana, District Nagpur -441122 at 11 A.M.

Submit my report as under:

1. After the time fixed for closing of the e-Voting by the Company, a final electronic report of the whole process was generated by me by using the access and authorizations given to me by NSDL.
2. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com>"
3. The result of the e-voting is as under:

**a) Resolution No.1 (Ordinary Resolution)**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016, and the Reports of the Board of Directors and Auditors thereon.



(i) Voted in favor of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	2865031	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

**b) Resolution No.2 (Ordinary Resolution)**

To appoint a Director in place of Mr. Nihal G. Kulkarni (holding DIN No. 01139147) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Total-votes cast	Number of votes cast	% of total number of valid votes cast
10	2865031	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

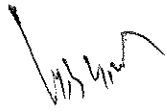
(iii) Abstained from Voting:

Total E-votes	Number of votes	% of total number of valid votes cast
0	0	0

**c) Resolution No.3 (Ordinary Resolution)**

To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and to pass following resolution.

**“RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting 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, 2017 as may be determined by the audit committee in consultation with the auditors.”

(i) Voted in favor of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	2865031	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

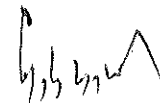
4. A Compact Disc (CD) containing a list of equity shareholders/custodians/proxies who voted “FOR”, “AGAINST” and those who “ABSTAINED FROM VOTING” for each resolution is enclosed.
5. The electronic data and other relevant records related to this e-Voting process were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Place: Nagpur

Date: 9<sup>th</sup> August, 2016

Yours Faithfully,



CS Mahesh Athavale  
Partner  
Kanj & Associates, Practicing Company Secretaries  
Scrutinizer

**FORM No. MGT-13**

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To  
Chairman,  
**G. G. DANDEKAR MACHINE WORKS LIMITED**  
211 / A, MIDC, Buti Bori Industrial Area,  
Village Kinhi, Tal. Hingana, Dist. Nagpur,  
Nagpur - 441122

77<sup>th</sup> Annual General Meeting of the Equity Shareholders of G. G. Dandekar Machine Works Limited, on Tuesday 9<sup>th</sup> August, 2016 at S 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Taluka Hingana, District Nagpur- 441122 at 11 A.M.

Dear Sir,

I, CS Mahesh A. Athavale, Partner of M/s KANJ & Associates, Pune was appointed as Scrutinizer, for the purpose of the poll taken on the below mentioned resolutions, at the 77<sup>th</sup> Annual General Meeting of the Shareholders of G. G. Dandekar Machine Works Limited held on Tuesday 9<sup>th</sup> August, 2016 at S 211/A, MIDC, Butibori Industrial Area, Village Kinhi, Taluka Hingana, District Nagpur- 441122 at 11 A.M., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman Mr. Nihal Kulkarni, ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



3. None of the ballot papers were rejected and none of the votes were treated as invalid for any of the reasons mentioned as follows:

- i. No votes cast
- ii. Signature mismatch
- iii. Signature not done
- iv. Signature not available for verification
- v. Invalid form
- vi. Overwriting

4. The result of the Poll is as under:

**a) Resolution No. 1 (Ordinary Resolution)**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016, and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Members Present 17 & 6 members voted	257	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

**b) Resolution No. 2 (Ordinary Resolution)**

To appoint a Director in place of Mr. Nihal G. Kulkarni (holding DIN No. 01139147) who retires by rotation and being eligible, offers himself for re-appointment.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Members Present 17 & 6 members voted	257	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

**c) Resolution No. 3 (Ordinary Resolution)**

To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution.

**“RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting 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, 2017 as may be determined by the audit committee in consultation with the auditors.”

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Members Present 17 & 6 members voted	257	100%



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders/custodians/proxies who voted "FOR", "AGAINST" and those who "ABSTAINED FROM VOTING" for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Mahesh A. Athavale,  
Partner  
KANJ & Associates,  
Company Secretaries, Pune  
FCS - 2412, CP No.1488

Date: 9<sup>th</sup> August 2016  
Place : Nagpur