

Register of Directors and Key Managerial Personnel

Director Identification Number (optional for key managerial personnel)	Present name and surname in full	Any former name or surname in full	Father's name, mother's name and spouse's name(if married) and surnames in full	Date of birth	Residential address (present as well as permanent)	Nationality (including the nationality of origin, if different)	Occupation	Date of the board resolution in which the appointment was made	Date of appointment and reappointment in the company	Date of cessation of office and reasons therefor	Office of director or key managerial personnel held or relinquished in any other body corporate	Membership number of the Institute of Company Secretaries of India in case of Company Secretary	Permanent Account Number (mandatory for key managerial personnel if not having DIN)
00007387	Mr. Atul C. Kirloskar	-	Father's Name - Late. Chandrakant Shantanu Kirloskar Mother's Name - Mrs. Suman C. Kirloskar Spouse's Name- Mrs. Arti A. Kirloskar	13.02.1956	Radha' 453, Gokhale Road, off Ganeshkhind Road, Model Colony, Pune – 411 016	Indian	Industrialist	22.05.1992	22.05.1992	24.09.2014	1.Kirloskar Oil Engines Ltd 2. Kirloskar Ferrous Industries Ltd. 3. Kirloskar Brothers Investments Ltd. 4. Kirloskar Industries Limited (Formerly known as Kirloskar Oil Engines Ltd) 5. Kirloskar Proprietary Ltd. 6. Green Tek Systems India Ltd. 7. Five Star Bulcarriers Limited 8. Kirloskar Pneumatic Co Ltd. 9. Navsai Investment Pvt. Ltd. 10. Toyota Kirloskar Motor Pvt. Limited 11. Asara Sales & Investments Pvt Ltd. 12. Kirloskar Kenya Ltd., Nairobi 13. Lakeland Universal Limited, BVI		-
01139147	Mr. Nihal G. Kulkarni	-	Father's Name - Mr. Gautam A. Kulkarni Mother's Name - Mrs. Jyotsna Kulkarni Spouse's Name- Mrs. Shruti Kulkarni	07.06.1981	'Yena' Adwaitnagar Paud Road, Erandawane, Pune 411038.	Indian	Director	28.12.2006	28.12.2006	09.02.2022 (Due to resignation)	1. Kloudq Technologies Limited 2. Kirloskar Oil Engines Limited 3. Kirloskar Industries Limited 4.G. G. Dandekar Investments Pte Ltd (Resigned w.e.f. 26.03.2013) 5. Arka Finecap Limited (earlier known as Kirloskar Capital Limited) (resigned w.e.f 18.09.2020) 6. Achyut And Neeta Holdings And Finance Pvt Ltd 7. Expert Quality Cloud Information Technology Private Limited (Struck off w.e.f. 07.10.2021) 8. Navasasyam Dandekar Private Limited 9. Kicons Limited (resigned w.e.f. 23.12.2011) 10. Kirloskar Americas Corporation (earlier known as KOEL Americas Corporation)		AIVPK1270B
06467549	Mr. Pranav V. Deshpande	-	Father's Name - Mr. Vijay Hanmant Deshpande Mother's Name - Mrs. Indira Chandrachud Spouse's Name- Mrs. Vaidehi Deshpande	30.08.1980	184,Sanjeevan Society, Sahakar Nagar No 1, Pune 411009	Indian	Director	08.01.2013	08.01.2013	25.07.2015	Director in Casper Investments Pte Limited		-
00007495	Mr. Dattatraya R. Swar	-	Father's Name - Mr. Ramkrishna Swar Mother's Name - Mrs. Nalini Swar Spouse's Name- Mrs. Smita Swar	31.01.1944	'GURUKRIPA' Natraj Co op. Hsg. Socy. Karve Nagar, Pune 411 052.	Indian	Director	28.12.2006	28.12.2006	22.07.2014	1. Kirloskar Integrated Technologies Ltd. 2. Kirloskar Pneumatic Company Limited 3. Kirloskar Oil Engines Limited 4. Swaraj Engines Ltd(Resigned w.e.f 22 July, 2012)		-
06419028	Mr. Madhav Chandrachud (Resigned w.e.f. 30.12.2019)	-	Father's Name - Late Ramchandra Chandrachud Mother's Name - Late Mrs. Indira Chandrachud Spouse's Name- Mrs. Shubhada Chandrachud	21.11.1952	Yogdeep, 16, Mrutyunjay Colony, Kothrud, Pune 411038	Indian	Director	10.11.2012	10.11.2012	30.12.2019 (Resignation u/s 168)			AATPC2401Q
01138984	Aditi V. Chirmule	-	Father's Name - Vishwanath Shankar Chirmule Mother's Name - Smt. Susheela Chirmule	11.08.1966	4, Prestige Garnet, 20, Ashok Nagar, Bhamburda, Shivaji Nagar, Pune – 411 007	Indian	Director	28.12.2006	28.12.2006	31.07.2014	1.Nashik Silk Industries Limited 2.Kirloskar Industries Limited		-
02749329	Rajesh Deepak Phadke (Resigned w.e.f. 16.05.2019)	-	Father's Name - Mr. Deepak Phadke Mother's Name - Mrs. Deepti Phadke	21.11.1981	B-1 PHASE-1 GREEN FIELDS SOC, SHIVTIRTH NAGAR, KOTHARUD, PUNE, 411038, Maharashtra, INDIA	Indian	Director	31.07.2014	31.07.2014	16.05.2019 (Resignation u/s 168)	1. Kloudq Technologies Limited. 2. Vasudha IT Solutions Private Limited 3. Unicus advisors Private Limited 4. DOYOURCOMPLIANCE SOLUTIONS PRIVATE LIMITED 5. THINK ME TIME PRIVATE LIMITED		AIJPP6180H
03056479	Saurabh Bhupal Patwardhan	-	Father's Name - Mr. Bhupal Patwardhan Mother's Name - Mrs. Vasanti Patwardhan	09.11.1984	172.KIMAYA,KARVE ROAD,, KOTHARUD,PUNE,, PUNE, 411029, Maharashtra, INDIA	Indian	Director	31.07.2014	06.08.2019	-	1. City Corporation (Goa) Developers LLP 2. Pukka Foods And Spirits Private Limited 3. Edunomix Research Forum		AIWPP0242P

Register of Directors and Key Managerial Personnel

Director Identification Number (optional for key managerial personnel)	Present name and surname in full	Any former name or surname in full	Father's name, mother's name and spouse's name(if married) and surnames in full	Date of birth	Residential address (present as well as permanent)	Nationality (including the nationality of origin, if different)	Occupation	Date of the board resolution in which the appointment was made	Date of appointment and reappointment in the company	Date of cessation of office and reasons therefor	Office of director or key managerial personnel held or relinquished in any other body corporate	Membership number of the Institute of Company Secretaries of India in case of Company Secretary	Permanent Account Number (mandatory for key managerial personnel if not having DIN)
06926402	Savita Parag Sahasrabudhe (Ceased to be Director w.e.f. 10.09.2019)	-	Father's Name - Mr. Shankar Velankar Mother's Name - Mrs. Shalan Velankar Husband's Name- Mr. Parag Sahasrabudhe	03.01.1971	PLOT NO. 82, LANE NO. 2, NATRAJ SOCIETY, KARVENAGAR, PUNE, 411052, Maharashtra, INDIA	Indian	Director	31.07.2014	31.07.2014	10.09.2019 (Due to completion of tenure of 5 years on 10.09.2019 and noted by the Board in its meeting held on 06.08.2019)	1. SNEHACHANDRA CONSULTANTS PRIVATE LIMITED		ADXP54349G
07244555	Mr. Mangesh S Joshi	-	Father's Name - Mr. Suryakant D Joshi Mother's Name - Mrs. Sunila S Joshi Spouse's Name- Mrs. Ruchira M Joshi	15.03.1971	Suryam' Bungalow, Plot No. 4, Panini Society, Aranyeshwar, Pune 09	Indian	Director	25.07.2015	24.07.2018	06.04.2022 (Due to resignation)	1. SOX Control Solutions Private Limited (Struck off wef 05.07.2021) 2. Navasasyam Dandekar Private Limited		AAVP5793L
	Mr. Sanket S Gunjekar	-	Father's Name - Mr. Suryakant M Gunjekar Mother's Name - Mrs. Smita S Gunjekar Spouse's Name- Mrs. Pooja S Gunjekar	28.10.1984	185, Flat No. 201, Saikrupa Apartment, Trisharan Nagar, Nagpur 22	Indian	CFO	15.07.2015	15.07.2015	04.12.2018 (Due to resignation and approved by the Board in its meeting held on 14.11.2018)			ALMPG0286B
	Mr. Saurabh S. Somani* (Resigned w.e.f 13.12.2017)	-	Father's Name - Mr. Surendra Somani Mother's Name - Mrs. Shobha Somani	14.11.1987	Matru Chhaya Building, 1st Floor, Near City post office, Itwari, Nagpur- 440002.	Indian	Company Secretary	10.09.2013	10.09.2013	13.12.2017 (Resignation tendered dated 25.11.2017)			BHCP56976D
	Mr. Aneesh Parwani* (Appointed as assistant Company Secretary w.e.f 01.03.2018 and subsequently been redesignated and re-appointed as Company Secretary w.e.f 01.06.2018)	-	Father's Name - Mr. Niranjan Parwani Mother's Name - Mrs. Kalpana Parwani	10.11.1990	H.No-50, Rajul Vihar, Tilhari, Jabalpur-482020	Indian	Company Secretary	19.05.2018	01.06.2018	16.11.2018 (Due to resignation and approved by the Board in its meeting held on 14.11.2018)		A47697	CDPP0477G
	Mr. Ajay Shrivastava	-	Father's Name - Mr. Jagdish Shrivastava Mother's Name - Mrs. Asha Shrivastava	14.08.1990	235/20, Samrat Ashok Marg, Ward no. 44, Beside Hotel Lala Sweets, Near Railway Station, Lalbagh, Burhanpur, MP - 450331	Indian	Company Secretary	14.02.2019	14.02.2019	09.03.2020 (Due to resignation)		A41817	EDDPS4526R
	Mr. Mahavir Barlotia	-	Father's Name - Mr. Yogendra Barlotia Mother's Name - Mrs. Prafulla Barlotia	28.03.1991	1st Floor, B-9, State Bank Colony, Rajnagar, Nagpur - 440 013	Indian	Chief Financial Officer	14.02.2019	14.02.2019	14.03.2020 (Due to resignation)			BYBP6595H
06669485	Mr. Pawan Jasraj Rathi	-	Father's Name - Mr. Jasraj Kaluram Rathi Mother's Name - Mrs. Rajani Rathi Spouse's Name: Dr. Poonam Rathi	06.08.1981	C 1703, Mudra, Pune Satara Road, Bibwewadi, Pune 411037	Indian	Director (Non-Executive & Independent)	16.05.2019	16.05.2019	-	1. KNPR Traders LLP 2. PIP VENTURES PRIVATE LIMITED 3. PS SQUARE REALTORS LLP	117261	AFOPR6577E
08179533	Ms. Smita Arun Raichurkar	-	Father's Name - Mr. Arun Apparao Raichurkar Mother's Name - Mrs. Anuradha Raichurkar	21.04.1982	Flat no. 303, A Wing, Viva Hallmark, Behind DSK Ranwara, Opp. Suryadatta College, Bavdhan, Pune - 411021	Indian	Director (Non-Executive)	27.01.2020	27.01.2020	-	1. La-Gajjar Machineries Private Limited (Resigned w.e.f. 23.07.2020) 2. Kirloskar Management Services Private Limited	A21265	ALQPR0654J
07843049	Mr. Chinmay Madhav Bhandari	-	Father's Name - Mr. Madhav Bhandari Mother's Name - Mrs. Sumitra Bhandari	31.08.1988	Maharshi Karve Stree Shikshan Sanstha, Near Cumins College, Karvenagar, Pune - 411052	Indian	Director (Non-Executive & Independent)	27.01.2020	27.01.2020	24.01.2022 (Due to resignation)	1. Matra Media and Communication Pvt. Ltd. 2. Dawon Tech Solutions Pvt. Ltd. 3. Bhumigyan Foundation (Resigned w.e.f. 28.01.2021) 4. Croyance Experiences Private Limited 5. Janjagar Foundation		ANWPB2487M
	Ms. Sayalee Yengul	-	Father's Name - Mr. Anil Narsing Yengul Mother's Name - Mrs. Rajashri Anil Yengul	14.03.1992	104, Plumeria, Nyati Estate Mohammadwadi Pune 411028	Indian	Company Secretary	15.06.2020	-	19.08.2022 (Due to resignation)	-	A37267	AJNPY7684C

Register of Directors and Key Managerial Personnel

Director Identification Number (optional for key managerial personnel)	Present name and surname in full	Any former name or surname in full	Father's name, mother's name and spouse's name(if married) and surnames in full	Date of birth	Residential address (present as well as permanent)	Nationality (including the nationality of origin, if different)	Occupation	Date of the board resolution in which the appointment was made	Date of appointment and reappointment in the company	Date of cessation of office and reasons therefor	Office of director or key managerial personnel held or relinquished in any other body corporate	Membership number of the Institute of Company Secretaries of India in case of Company Secretary	Permanent Account Number (mandatory for key managerial personnel if not having DIN)
	Mr. Shishir Panse	-	Father's Name - Mr. Vikas Bhimashankar Panse Mother's Name - Mrs. Varsha Vikas Panse	06.10.1992	56, Sangam Hsg Soc, Pune Satara Road, Near Vivekanand Statue Bibwewadi, Market Yard, Pune 411037	Indian	Chief Financial Officer	15.06.2020	-	31.03.2021 (Due to resignation)	-	167917	BRPPP6203B
	Mrs. Anagha Kulkarni	-	Father's Name - Mr. Anil Narayan Mohite Mother's Name - Mrs. Ahilya Anil Mohite Spouse's Name - Mr. Nandan Rajan Kulkarni	17.11.1988	B 702, Sun Universe Society, S No 51, Navale Bridge, Narhe, Vadgaon Budruk, Pune 411041	Indian	Chief Financial Officer	29.06.2021	-	22.11.2022 (Due to resignation)	-	148545	ATFPM2532B
06467549'	Mr. Pranav Vijay Deshpande	-	Father's Name - Mr. Vijay Hanmant Deshpande Mother's Name - Mrs. Vidya Vijay Deshpande Spouse's Name - Mrs. Vaidehi Pranav Deshpande	30.08.1980	Kamgar Kalyan Kendra, 184, Sanjeevan Society, Sahakarnagar No 1 Pune 411009	Indian	Chief Executive Officer	06.01.2022	-	-	1. Renaissance Global Pte Ltd. 2. Achyut and Neeta Holding & Finance Private Limited	-	AKOPD0493Q
06467549'	Mr. Pranav Vijay Deshpande	-	Father's Name - Mr. Vijay Hanmant Deshpande Mother's Name - Mrs. Vidya Vijay Deshpande Spouse's Name - Mrs. Vaidehi Pranav Deshpande	30.08.1980	Kamgar Kalyan Kendra, 184, Sanjeevan Society, Sahakarnagar No 1 Pune 411009	Indian	Executive Director	06.04.2022	06.04.2022	-	1. Renaissance Global Pte Ltd. 2. Achyut and Neeta Holding & Finance Private Limited 3. NAVASASYAM DANDEKAR PRIVATE LIMITED	-	AKOPD0493Q
NA	Ms. Ashwini Sanjay Paranjape	-	Father's Name - Mr.Sanjay Vasant Paranjape Mother's Name - Mrs. Swati Sanjay Paranjape Spouse's Name - Mr. Amit Sinnarkar	21.10.1991	Flat No. 10, Sankalp Residency, Ganesh Nagar , Dhayari, Pune 411041	Indian	Service -Company Secretary	10.11.2022	10.11.2022	-	NIL	A42898	BNXPP9664A
9824127	Rahul Kamal Kothari		Father's Name - Mr.Kamal Chandrakant Kothari Mother's Name - Mrs. Kothari Spouse's Name - Ms. Shraddha Bhosale	08.09.1986	Flat No. 602, Radon Building, Zircon Venture Housing Society, Viman Nagar, Pune 411014	Indian	Self employed Advocate in practice	06.02.2023	06.02.2023		NIL	NA	
3383916	Sanket V Deshpande		Father's Name - Mr.Vijay Kumar Deshpande Mother's Name - Mrs. Deshpande	04-05-1978	A203, Sunder Nagar CHS Ltd., M. K. School Road, New Manisha Nagar, Kalyan West- Mumbai 421301	Indian	Self Employed CA in practice	06.02.2023	06.02.2023		NIL	149775	
NA	Pankaj Arun Parkhi		Father's Name - Mr.Arun Madhav Parkhi Mother's Name - Mrs. Parkhi	05-Jan-76	Madhav, 32/243, Laxminagar, Parvati, Pune - 411 009	Indian	Service	06.02.2023	06.02.2023			NA	ANKPP1647B

Register of details of securities held by Directors and Key Management Personnel

Name of Director/KMP	The number, description and nominal value of securities;	The date of acquisition and the price or other consideration paid;	Date of disposal and price and other consideration received;	Cumulative balance and number of securities held after each transaction;	Mode of acquisition of securities ;	Mode of holding – physical or in dematerialized form; and	Whether securities have been pledged or any encumbrance has been created on the securities.	Status - Holding/Subsidiary /Associate
Mr. Atul C. Kirloskar	Resigned	-	-	-	-	-	-	-
Mr. Nihal G. Kulkarni	Resigned	-	-	-	-	-	-	-
Mr. Pranav V. Deshpande	Resigned	23.01.2013	-	-	Market	DEMAT	NO	-
Mr. Dattatraya R. Swar	Resigned	-	-	-	-	-	-	-
Mr. Madhav Chandrachud	Resigned	-	-	-	-	-	-	-
Ms. Aditi V. Chirmule	Resigned	-	-	-	-	-	-	-
Mr. Rajesh D. Phadke	Resigned	-	-	-	-	-	-	-
Mr. Saurabh B. Patwardhan	Nil	-	-	-	-	-	-	-
Mrs. Savita P. Sahasrabudhe	Ceased to be Director	-	-	-	-	-	-	-
Mr. Mangesh S. Joshi	Resigned	20.08.2015 Rs. 60.45	-	-	Market	DEMAT	NO	-
Mr. Pankaj A. Parkhi	Resigned	03.09.2014 Rs. 297.20	-	-	Market	DEMAT	NO	-
Mr. Sanket S. Gunjekar	Resigned	-	-	-	-	-	-	-
Mr. Saurabh S. Somani	Resigned	02.09.2014 Rs. 58.90	-	-	Market	DEMAT	NO	-
Mr. Aneesh Parwani	Resigned	-	-	-	-	-	-	-
Mr. Ajay Shrivastava	Resigned	-	-	-	-	-	-	-
Mr. Mahavir Barlota	Resigned	-	-	-	-	-	-	-
Mr. Pawan J. Rathi	Nil	-	-	-	-	-	-	-
Ms. Smita Arun Raichurkar	Nil	-	-	-	-	-	-	-
Mr. Chinmay Madhav Bhandari	Resigned	-	-	-	-	-	-	-
Ms. Sayalee Yengul	Resigned	-	-	-	-	-	-	-
Mr. Shishir Panse	Resigned	-	-	-	-	-	-	-
Mrs. Anagha Kulkarni	Nil	-	-	-	-	-	-	-
Mr. Pranav Deshpande	40	23.01.2013	-	-	Market	DEMAT	NO	-
Ms. Ashwini Paranjape	NIL	-	-	-	-	-	-	-
Mr Rahul Kothari	NIL	-	-	-	-	-	-	-
Mr Sanket Deshpande	NIL	-	-	-	-	-	-	-
Mr. Pankaj A. Parkhi	5	03.09.2014 Rs. 297.20	-	-	Market	DEMAT	NO	-

To,
[•] (Insert Name of the
Director) [•]
(Insert Address of the Director)

Sub: Appointment as an Independent Director of G. G. Dandekar Machine Works Limited (the 'Company')

Dear [•],

We are pleased to confirm your appointment as an Independent Director of the Company (the 'Appointment') with effect from _____, which is pursuant to the provisions of Companies Act, 2013 ('Act') and the Rules made there under and as approved by the shareholders of the Company on _____.

This Letter of Appointment sets out the terms and conditions covering your appointment, which are as follows:

1. Term of Office:

- a. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors, which are consistent with the Companies Act, 2013 and the Listing Agreement. As an Independent Director you will serve for a term of five (5) consecutive years with effect from 06 February 2023.
- b. The Company is at liberty to disengage Non-Executive Independent Director earlier, subject to compliance of relevant provisions of the Companies Act, 2013.
- c. The term Independent Director should be construed as defined under the Companies Act, 2013 and the Listing Agreement.

2. Committees

You are a Member/ Chairman of the _____ Committees of the Board of Directors. The terms of reference of the Committees of which you are a Member / Chairman have been communicated to you and noted by you.

- b. The Board of Directors may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing Agreement. The same are set out in detail in the Code of Conduct for Directors and Senior Management. A copy of this Code is attached as **Annexure A**. You shall completely abide by this Code during your term as a Non-Executive Independent Director and you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective guidance in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance.

4. Time Commitment

- a. In performance of your role and duties effectively, as set out at 3 above, you will be expected to attend Board and Committee Meetings to which are or you may be appointed and Shareholders' meetings and to devote such time as may be appropriate. You will be given adequate advance notice of the dates of the Board, Committee and General Meetings.
- b. As Chairman of _____ Committee, you shall attend every Annual General Meeting. In the event you are unable to attend any Annual General Meeting during your tenure as Chairman of

this Committee, you shall authorise any other member on this Committee to attend the Annual General Meeting, which you cannot remain present at.

c. As Chairman of the Audit Committee, you shall attend every Annual General Meeting. You cannot authorise any other member on this Committee to attend the Annual General Meeting.

d. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

5. Status of Appointment

You will not be an employee of the Company and this letter shall not constitute a contract of employment.

6. Remuneration

You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time. Further, you will also be paid remuneration by way of commission as may be approved by the Board and Shareholders from time to time. Payment of sitting fees and commission shall at all times be subject to the provisions of the Companies Act, 2013 and Rules thereunder and such amendments, as may be made thereto from time to time and other Acts and Rules as may be applicable.

7. Reimbursement of Expenses

In addition to the remuneration described in paragraph 5, the Company will, for the period of your appointment, reimburse you for travel (business class), hotel and other incidental expenses incurred by you in the performance of your role and duty.

8. Conflict of Interest

a. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

b. In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that you are independent, this should be disclosed to both the Chairman and the Company Secretary.

9. Confidentiality

a. All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

b. Your attention is also drawn to the requirements under the applicable regulations and the Code of Conduct for Regulating, Monitoring and reporting of trading by the designated persons and immediate relatives of designated persons of G. G. Dandekar Machine Works Limited, which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, you should avoid making any statements or performing any transactions that might risk a breach of these requirement without prior clearance from the Chairman or the Secretary. A copy of the said Code of Conduct is attached as **Annexure B**. You are required to be compliant with it all times during your tenure.

10. Induction

The management will be organizing an induction program for the members of the Board as soon as feasible.

11. Evaluation

The performance of the Board, the Committees of the Board and individual Directors, including Chairman of the Board will be evaluated on an annual basis. Your appointment and re- appointment on the Board and shall be subject to the outcome of such evaluation.

12. Insurance

The Company may obtain a Directors' & Officers' Liability Insurance Policy for you. Details of the same will be provided by the Company Secretary as and when such a policy is taken by the Company.

13. Independent Professional Advice

There may be occasions when you consider that you need professional advice in furtherance of your duties as a director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the full cost of expenditure incurred in accordance with the Company's policy.

14. Termination

- a. You may resign from your position at any time should you wish to do so.
- b. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with the Companies Act, 2013 and the Articles of Association of the Company, from time to time. You will not be entitled to compensation if the shareholders do not re-elect you at any time.
- c. Your appointment may also be terminated in accordance with the provisions of the Companies Act, 2013 and / or the Articles of Association of the Company.

15. Governing Law

This Letter of Appointment is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian courts.

If you are willing to accept these terms of appointment relating to your appointment as a Non-Executive Independent Director of the Company, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

The aforesaid terms and conditions of your appointment may be varied from time to time in accordance with amendments to the Act, and any other applicable legislations, if any.

Thanking you,
Yours sincerely,
For G. G. Dandekar Machine Works Limited

Chairman

I have read and I agree to abide by the above terms and conditions regarding my appointment as an Independent Director of the Company.

Signature:
Date:
Place: