



RefNo.: GGD/Sec./2020/09/02
6th September, 2020

To,
The Corporate Relationship Department
BSE Limited
1st Floor, P. J. Towers,
Dalal Street, Fort
Mumbai – 400 001

Ref: Scrip Code: 505250

Sub: Notice of the 81st Annual General Meeting to be held on Monday, 28th September, 2020 at 11.30 am (IST) through Video Conferencing / Other Audio Visual Means

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations 2015'), please find enclosed herewith Notice of 81st Annual General Meeting of the Company (AGM) to be held on Monday, 28th September, 2020 at 11.30 a.m. (IST) through Video Conferencing / Other Audio Visual Means. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2020 to September 28, 2020 (both days inclusive) for the purpose of the AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015 read with Regulation 44 of SEBI LODR Regulations 2015, Monday, 21st September, 2020 is the cut-off date to record the entitlement of the members to cast their vote electronically for the business to be transacted at the ensuing AGM of the Company. The remote e-voting period commences on Friday, 25th September, 2020 (9:00 a.m. IST) and ends on Sunday, 27th September, 2020 (5:00 p.m. IST).

You are requested to kindly take the same on your record.

Thanking You
Yours Sincerely,

For **G. G. Dandekar Machine Works Limited**

A handwritten signature in black ink, appearing to read "Sayalee Yengul", is written over a light blue horizontal line.

Sayalee Yengul
Company Secretary

Encl.: As above

CIN : L99999MH1938PLC002869

Regd. Office & Factory :

B-211/1, MIDC Butibori Industrial Area,
Kinhi Village, Tah. Hingna,
Dist. Nagpur - 441122, Maharashtra
Tel. : (07103) 295109

Website : www.ggdandekar.com

G. G. DANDEKAR MACHINE WORKS LIMITED

NOTICE

Notice is hereby given that the 81st Annual General Meeting (AGM) of the Members of G. G. Dandekar Machine Works Limited (the "Company") will be held on Monday, 28th day of September 2020 at 11.30 a.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') facility, in compliance of provisions of the Companies Act, 2013 ('the Act') and Rules thereof read with the General Circular No. 14/2020 dated 8th April 2020; the General Circular No. 17/2020 dated 13th April 2020 and the General Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs (hereinafter referred as "Circulars") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1:

To receive, consider and adopt the Audited Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2020 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.

SPECIAL BUSINESS:

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 Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force), Ms. Smita Arun Raichurkar (holding DIN: 08179533), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27 January 2020 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company 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 her candidature for the office of director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

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 pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 16(1)(b) and 25(8) including such other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, Mr. Chinmay Madhav Bhandari (DIN: 07843049), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27 January 2020 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company 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 appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 27 January 2020."

By Order of the Board of Directors

Sd/-

Place: Pune
Date: 25th August 2020

Sayalee Yengul
Company Secretary

NOTES:

1. In view of massive outbreak of the COVID 19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed personal presence of the members at the meeting.
Pursuant to the General Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020, issued by Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter referred as "Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 81st Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM.
For detailed procedure for participating in the AGM through VC/OAVM please refer point no. 24 below.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
Only a member of the Company will be entitled to attend and vote at the AGM of the Company which will be held through VC or OAVM and no member will be entitled to appoint a proxy to attend and vote instead of himself/herself.
3. Corporate Member(s) intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013, and Rules thereof including amendments thereunder, to the Scrutinizer by e-mail at mahesh.athavale@kanjcs.com with a copy marked to evoting@nsdl.co.in.
4. The facility for participation at the AGM through VC/OAVM is limited and on a first-come-first-serve basis. The same shall open 15 minutes before the time scheduled for the AGM and close after the expiry of 15 minutes from the scheduled time for AGM. However, the participation of members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM is not restricted on account of first come first serve basis.
5. The attendance of the Members attending the AGM through VC / OVAM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013.
6. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, including amendments thereunder relating to the special business to be transacted at the meeting is annexed hereto.
7. Details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, in respect of directors seeking appointment / re-appointment at the AGM, forms part of this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2020, to 28th September, 2020 (both days inclusive) for the AGM.
9. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries by providing full name, DP ID and Client ID / Folio Number and contact number at email address viz. ir@ggdandekar.com at least 7 days in advance of the date of this meeting so that the information can be made available at the time of this meeting.
10. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for 7 years from the date of such transfer is required to be transferred to the 'Investor Education and Protection Fund (IEPF)'. Pursuant to the provisions of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments thereon, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.
The dividend till the year 2010-11 which remained unpaid or unclaimed for 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. The company has not declared dividends from the year 2011-12.
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.
11. Members are requested to register their email addresses with the Company / the R & T Agent in case of holding of

G. G. DANDEKAR MACHINE WORKS LIMITED

shares in physical form and with the concerned DPs in case of shares held in dematerialised form.

12. Permanent Account Number (PAN)

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 / R & T Agent (in case of shares held in physical form).

13. 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.

14. Dematerialisation of Shares and Share Transfer

Members may avail the facility of dematerialisation by opening demat accounts with the DPs of either National Securities Depository Limited or Central Depository Services (India) Limited 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 with effect from 1st April 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.

15. Since the securities of the Company are compulsorily tradable 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.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

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

18. Nomination

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.

19. Register E-mail Address

Members are requested to register their e-mail addresses with R & T Agent viz. Link Intime India Private Limited in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form.

Due to the outbreak of COVID 19 pandemic and prolonged situation, the postal/courier services are hampered.

In order to receive the correspondence, Members are requested to register their e-mail address(es) or changes therein, if any, at the earliest, to receive aforesaid AGM Notice, Annual Report and login ID & password for e-voting electronically. Shareholders holding shares in dematerialized mode are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company at ir@ggdandekar.com or its R&T Agent viz. Link Intime India Private Limited at pune@linkintime.co.in.

Members (in case of holding shares in physical form) who have not updated their bank account details for receiving the dividend, if any, directly in their bank accounts through electronic mode may update their bank account details through the aforesaid email addresses of the Company and the R&T Agent by providing necessary documents and information. Members (in case of holding shares in dematerialized form) are requested to contact DPs for updating bank account details.

20. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose email addresses are registered with the R&T Agent /Company / Depositories.

Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.ggdandekar.com, on the websites of Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL <https://www.evoting.nsdl.com>.

21. Inspection Documents

Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to ir@ggdandekar.com for the same. Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of AGM

22. Since the AGM will be held through VC / OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

23. National Securities Depositories Limited (NSDL) will be providing facility for voting through remote e-Voting, for participation in this AGM through VC / OAVM facility and e-Voting during this AGM.

24. Instructions for e-voting and procedure for joining the AGM through VC/OAVM

Voting through electronic means (Remote e-voting/e-voting on the date of AGM)

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, including amendments thereunder and the circulars issued by the Ministry of Corporate Affairs viz. Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020, the Company is providing facility of remote e-voting and e-voting on the date of AGM to its Members in respect of the business to be transacted at the 81st Annual General Meeting.

For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.

II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

III. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period commences on 25th September, 2020 at 09: 00 A.M. (IST) and ends on 27th September, 2020 at 05:00 P.M. (IST) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2020, 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.

A. Member whose email IDs are registered with the Company/ R & T Agent viz. Link Intime India Private Limited / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Members receive the email, he or she will need to go through the following steps to complete the remote e-voting process

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 is 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 mobile.
2. Once the home page of the 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, please follow the steps mentioned in Sr. No. B below in **process for those shareholders whose email ids are not registered**

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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the checkbox.

8. Now, you will have to click on the “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 clicking 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.

Step 3: How to access the VC / OAVM facility at the AGM?

Members are requested to follow the instructions given below to attend and view the live proceedings of the AGM:

1. Log in on the NSDL website at <https://www.evoting.nsdl.com> using your remote e-voting credentials.
2. After you have successfully logged into NSDL e-voting system, you will see the home page of e-voting. Click on "e-voting" & "Active e-voting cycles / VC or OAVM" EVEN of G. G. Dandekar Machine Works Limited will be visible, click on "VC / OAVM" below the "Join General Meeting" tab.
3. Kindly note that a Member, who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password, may retrieve the same by following instructions provided in Step 1 above to avoid last-minute rush. Further, a Member can also use the OTP based login for logging into the e-voting system of NSDL.
4. In case of any query relating to attending the AGM through VC / OAVM, kindly contact Ms. Sarita Mote, Manager Assistant, National Securities Depository Limited, 4th Floor, 'A' wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

Email: evoting@nsdl.co.in / saritam@nsdl.co.in

Telephone Nos. +91 (22) 2499 4545 or 1800-222-990

B. Process for those shareholders whose email ids are not registered with the Company/ R&T Agent/Depository Participant(s) and for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ir@ggdandekar.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@ggdandekar.com.
3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. Please follow all steps from Sr. No. III (A) above, to cast 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 authorized signatory(ies) who are authorized 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 members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll-free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

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IV. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. In case any Member casts the vote through e-voting to be conducted at the time of AGM in addition to the remote e-voting, the voting through remote e-voting shall be considered as final and vote cast through e-voting at the time of the AGM shall be considered as invalid

V. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last-minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for a better experience.
3. Further Members will be required to allow Camera and use Internet with good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager - NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.
6. Members who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

Members who would like to express their views/ask questions during the AGM may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id and mobile number at email address viz. ir@ggdandekar.com at least 4 days before date of the meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

For smooth conduct of proceedings of the AGM, Members may note that the Company reserves the right to restrict number of questions and speakers during the AGM depending upon availability of time.

25. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 21st September 2020.
26. Any person, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 21st September 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already 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 call on toll-free no. 1800-222-990. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
27. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September 2020 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
28. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

29. Mr. Mahesh Athavale, Practicing Company Secretary, (Membership No. FCS 2412 CP No. 1488), Pune has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
30. The Chairman shall, at the AGM, 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 “e-voting facility availed from NSDL” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer shall after the conclusion of e-voting at the Annual general meeting, will unblock the votes cast through remote e-voting/e-voting at the time of AGM, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ggdandekar.com and the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz. BSE Limited.

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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

INCLUDING AMENDMENTS THEREUNDER

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, 3 & 4 in the notice of 81st Annual General Meeting of the Company to be held on Monday, September 28th, 2020 at 11.30 a.m. (IST)

ITEM NO. 2 OF THE NOTICE:

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

Mr. Nihal G. Kulkarni (aged 39 years), A. B. in Economics from Brown University, USA, has over ten years of experience in the areas of finance and investments. He has undergone extensive training with the Kirloskar Group, Toyota Motor Sales, USA and DSP Merrill Lynch. He is the Chairman of the Company. He was Vice President in Kirloskar Pneumatic Company Limited up to 22nd October 2010. He was the Managing Director of Kirloskar Industries Limited (KIL) from 23rd October 2010 up to 25th January 2012. He served as the Managing Director of Kirloskar Oil Engines Limited during the period 26th January 2012 to 28th April 2020.

He is also Director in following other Companies

Name of the Company	Board Position Held	Committee Membership
Arka Fincap Ltd. (Formerly Kirloskar Capital Ltd.)	Director	Audit Committee – Chairman
Kirloskar Oil Engines Ltd. (Earlier Kirloskar Engines India Ltd.)	Director	Corporate Social Responsibility Committee Member
Kirloskar Industries Ltd. (Earlier Kirloskar Oil Engines Ltd.)	Director	-
Kloudq Technologies Ltd.	Director	-
Achyut & Neeta Holdings & Finance Pvt. Ltd.	Director	-
Expert Quality Cloud Information Technology Pvt. Ltd.	Director	-
Navasasyam Dandekar Pvt. Ltd.	Chairman	

He does not hold any equity share in the Company.

Except Mr. Nihal Kulkarni and his relatives to the extent of their shareholding, 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 Ordinary Resolution set out at Item No. 2 of the notice for approval by the members.

ITEM NO. 3 OF THE NOTICE

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Rules thereof including amendments thereunder, and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, Ms. Smita Raichurkar (DIN: 08179533) as an Additional Director of the Company with effect from 27th January 2020.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Rules thereof including amendments thereunder, Ms. Smita Raichurkar would hold office up to the date of this Annual General Meeting. She is proposed to be appointed as a Non-Executive Non-Independent Director with effect from 27th January 2020, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and rules made thereunder. The Company has received a notice in writing from a

member under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Smita Raichurkar for the office of Director of the Company.

Ms. Smita Raichurkar (age 38 Years) is an Associate Member of the Institute of Company Secretaries of India, New Delhi, a graduate in law and postgraduate in Commerce. She is currently working as a Company Secretary of Kirloskar Oil Engines Limited (KOEL). She is associated with KOEL for more than 10 years and has handled assignments such as demerger, amalgamation, acquisitions, hive off and other corporate restructuring projects of the Company.

She does not hold any equity shares in the Company.

She is a member of the Audit Committee and Nomination and Remuneration Committee and Chairperson of Stakeholders' Relationship Committee of the Company with effect from 27th January 2020.

She is also a Director in Kirloskar Management Services Pvt. Ltd.

She is neither a Member nor a Chairman of the Committees in the other Public Limited Companies.

She is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a director.

She has attended 1 meeting of the Board of Directors of the Company during the Financial Year 2019-20.

The Board is of the opinion that Ms. Smita Raichurkar possesses appropriate balance of skills, experience and knowledge to enable the Board to discharge its functions and duties effectively. The Board considers that her experience and expertise would be of immense benefit to the Company and it is desirable to appoint Ms. Smita Raichurkar as a Non-Executive Director.

Except Ms. Smita Raichurkar and her relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends resolution set out at Item no. 3 of the notice for approval of members of the Company.

ITEM NO. 4 OF THE NOTICE

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Rules thereof including amendments thereunder, the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, Mr. Chinmay Bhandari (DIN: 07843049) as an Additional Director of the Company with effect from 27th January 2020.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Rules thereof including amendments thereunder, Mr. Chinmay Bhandari (DIN: 07843049) would hold office up to the date of this Annual General Meeting. He is also proposed to be appointed as an Independent Director for a term of 5 (Five) consecutive years with effect from 27th January 2020, pursuant to Section 149 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder and based on the recommendation of Nomination and Remuneration Committee. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Mr. Chinmay Bhandari (DIN: 07843049) for the office of Director of the Company.

Mr. Chinmay Bhandari (Age 32 years) is an alumnus of the University of Sheffield; Chinmay Bhandari is a first-generation entrepreneur. He focuses on the application of technologies for solving critical challenges, especially in the Indian context. He has helmed large scale heritage modernisation and business automation projects. His current projects include AI solutions for healthcare and the application of block chain in the socio-economic sphere.

He does not hold any shares in the Company.

He is a member of the Audit Committee and Nomination and Remuneration Committee of the Company with effect from 27th January 2020.

He is director in the following other companies:

Name of the Company	Board Position Held	Committee Membership
Matra Media and Communication Pvt. Ltd.	Director	-
Dawon Tech Solutions Pvt. Ltd.	Director	-
Bhumigyan Foundation	Director	-

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He has attended 1 meeting of the Board of Directors of the Company during the Financial Year 2019-20.

He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and Rules thereof including amendments thereunder and has given her consent to act as a director.

The Company has also received declaration from Mr. Chinmay Bhandari (DIN: 07843049) that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16 (1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder.

The Board is of the opinion that Mr. Chinmay Bhandari (DIN: 07843049) fulfills the conditions specified in the said Act and the Rules made thereunder and also possess requisite expertise and experience (including the proficiency) and he is a person of high integrity and repute 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 services of Mr. Chinmay Bhandari (DIN: 07843049) as an Independent Director for a term of 5 (Five) consecutive years with effect from 27th January 2020.

The draft letter for the appointment of Mr. Chinmay Bhandari (DIN: 07843049) as an Independent Director setting out the terms and conditions is available for inspection by the members.

Except Mr. Chinmay Bhandari (DIN: 07843049) and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends resolution set out in Item no. 4 of the notice for approval of members of the Company.