

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Member(s)**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, (the “Act”) and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”) as amended from time to time, read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), including any statutory modification(s) or re-enactment thereof, for the time being in force, and General Circular No. 14/2020 dated 08<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021, General Circular No. 20/2021 dated 08<sup>th</sup> December 2021 and General Circular No. 3/2022 dated 05<sup>th</sup> May 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (the “MCA Circulars”) the following items of Special Business are proposed to be passed by the members of the Company by Postal Ballot through electronic means (“remote e-voting”).

In view of the COVID-19 related lockdown and social distancing requirements, MCA Circulars were issued by the Ministry of Corporate Affairs inter alia specifying the framework for the conduct of special businesses through the mechanism of Postal Ballot/ e-voting. Accordingly, the Postal Ballot Notice is being sent vide e-mail to all the shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) / Depository Participant(s) and are entitled to cast their votes as on the Cut-off date being 27 June 2023.

The Members’ consideration and approval are sought for the Special Resolution(s) annexed hereto. The Explanatory Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolution(s) is also appended herewith and is being sent to the Members for their consideration vide email.

In compliance with the requirements of MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. Accordingly, the proposed Resolution(s) and the Explanatory Statement thereto is sent to you for your consideration, vide email. The Company has appointed Mr. Mahesh Athavale, Partner of Kanj & Co LLP, Practicing Company Secretaries as Scrutinizer for scrutinizing the Postal Ballot remote e-voting process in a fair and transparent manner.

The Ordinary Resolution shall be declared as passed by Postal Ballot if votes cast in favour are exceeding the votes cast against the resolution whereas the Special Resolution(s) shall be

**CIN : L70100MH1938PLC002869**

**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](http://www.ggdandekar.com)

declared as passed by Postal Ballot if votes cast in favour are exceeding three times the votes cast against the resolution(s).

You are requested to read the Notes to this Notice and provide your assent (FOR) or dissent (AGAINST), in the electronic form as mentioned in the notes before the close of working hours (5:00 p.m. IST) on 01 August 2023. The Scrutinizer will submit his report to the Chairman / any other Director as authorised by the Company after completion of the remote e-voting Postal Ballot process. Results of the Postal Ballot remote e-voting will be declared by the Chairman / any other Director as authorised by the Company on or before 04 August 2023 and shall be also displayed on the website of the Company, viz. [www.ggdandekar.com](http://www.ggdandekar.com) and also communicated to the BSE Limited, where the Company's shares are listed. The declaration of the results of the Postal Ballot remote e-voting by the Chairman / Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder.

Members may note that as required under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant MCA Circulars, the Company is offering remote e-voting facility to all its Members as a compulsory mode to exercise their right to vote. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Detailed instructions to use the facility are given separately.

#### **SPECIAL BUSINESS:**

##### **Item No 1: To approve the change in the name of the Company**

To consider and, if thought fit, pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and relevant rules thereunder, as amended from time to time, Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Central Government of India, the approval of members of the Company be and is hereby accorded for change in name of the Company from the existing “G. G. Dandekar Machine Works Limited” to “G. G. Dandekar Properties Limited” or such other name as may be approved by the Central Registration Center of Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** Mr. Pranav Deshpande (DIN: 06467549), Executive Director of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required to give effect to the proposed change in the name and file

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)

necessary e-form(s) with the Registrar of Companies and to do all such acts, deeds and things as may be expedient and necessary in this regard.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by Mr. Pranav Vijay Deshpande, Executive Director of the Company or Ms. Ashwini Paranjape, Company Secretary of the Company, be submitted to any such authority as and when necessary”

**Item No 2: To approve the alteration to the Memorandum of Association of the Company**

To consider and, if thought fit, pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and other approvals as may be necessary, the clause 1 of the Memorandum of Association of the Company be altered in the following manner to reflect the change in the name of the Company:

Existing Clause 1 read as: “The name of the Company shall be G. G. Dandekar Machine Works Limited”

To be replaced with “The name of the Company shall be G. G. Dandekar Properties Limited”.

**RESOLVED FURTHER THAT** Mr. Pranav Deshpande- Executive Director of the Company be and are hereby authorised severally to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** a certified true copy of the resolution be furnished to the concerned authorities under the signature of Mr. Pranav Deshpande, Executive Director of the Company or Ms. Ashwini Paranjape, Company Secretary of the Company with a request to act thereon.”

**Item No 3: To approve the alteration to the Articles of Association of the Company**

To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and other approvals as may be necessary, the name of the Company in Article no 2 of the Articles of Association of the Company and wherever it appears in the Articles of Association of the Company, be altered in the following manner to reflect the change in the name of the Company:

The words appearing in the Existing Article No.2 which read as “The Company” or “this Company” G. G. DANDEKAR MACHINE WORKS LIMITED” be replaced with the words “The Company” or “this Company” G. G. DANDEKAR PROPERTIES LIMITED.

**RESOLVED FURTHER THAT** Mr. Pranav Deshpande- Executive Director of the Company be and are hereby authorised severally to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** a certified true copy of the resolution be furnished to the concerned authorities under the signature of Mr. Pranav Deshpande, Executive Director of the Company or Ms. Ashwini Paranjape, Company Secretary of the Company with a request to act thereon.”

**By Order of the Board of Directors**  
**For G. G. Dandekar Machine Works Limited**

**SD/-**

**Name:** Ashwini Paranjape

**Designation:** Company Secretary **Place:** Pune

**Membership no.:** A42898 **Date:** 28 June 2023

## NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
3. The Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode only to those Members, whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participant(s). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents / Annual Reports electronically to their email address. For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they may follow the procedure given below.

### **A. Registration for Demat shareholders:**

Shareholders holding shares in dematerialized mode are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants.

### **B. Registration of Email Id for shareholders holding physical shares:**

Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company at [ir@ggdandekar.com](mailto:ir@ggdandekar.com) or its R&T Agent viz. Link Intime India Private Limited at [pune@linkintime.co.in](mailto:pune@linkintime.co.in).

4. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever, such Member is requested to contact the Company at [cs@ggdandekar.com](mailto:cs@ggdandekar.com) or M/s Link Intime India Pvt Ltd. at [pune@linkintime.co.in](mailto:pune@linkintime.co.in) between 09:00 am to 05:00 pm IST on all working days, except Sunday.
5. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 27 June 2023. The Postal Ballot Notice is being sent to members in electronic form only to the email addresses registered.
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 27 June 2023. The right of voting by the Postal Ballot i.e. remote e-voting shall not be exercised by a Proxy.

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)

7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
8. The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 27 June 2023, are entitled to exercise his/her vote through e-voting. The member who does not hold any shares as on cut-off date may treat this notice for information purposes only.
9. 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 [cs@ggdandekar.com](mailto:cs@ggdandekar.com) for the same.
10. Voting through electronic means:

In compliance with Regulation 44 of SEBI LODR and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India & MCA Circulars, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to all its members.

The e-voting period commences on Monday 03 July 2023 (9.00 a.m.) and ends on Tuesday, 01 August 2023 (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 i.e., 27 June 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

**The instructions for voting through electronic means are 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: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

CIN : L70100MH1938PLC002869

Regd. Office &amp; Factory :

B-211/1, MIDC Butibori Industrial Area,

Kinhi Village, Tah. Hingna,

Dist. Nagpur - 441122, Maharashtra

Tel. : (07103) 295109

Website : [www.ggdandekar.com](http://www.ggdandekar.com)

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)



	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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 steps mentioned below in <b>process for those shareholders whose email ids are not registered</b>
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on " <b><u>Forgot User Details/Password?</u></b> "(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . b) <b><u>Physical User Reset Password?</u></b> " (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc. 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 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.

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

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

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

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)

## **General Guidelines for shareholders**

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 mahesh.athavale@kanjcs.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories 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 [cs@ggdandekar.com](mailto:cs@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 [cs@ggdandekar.com](mailto:cs@ggdandekar.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

11. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under the 'Downloads section'. You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll-free no. 022 - 4886 7000 and 022 – 2499 7000.
12. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
13. 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).
14. Upon completion of the scrutiny, the Scrutinizer will submit his report to the Chairman / any Director as authorised by the Company.
15. The result of the postal ballot i.e. remote e-voting shall be declared on or before 04 August 2023. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.ggdandekar.com](http://www.ggdandekar.com) and communicated to the Stock Exchange viz. BSE Limited (BSE) and will also be available on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 01 August 2023, i.e. the last date specified for e-voting.

CIN : L70100MH1938PLC002869

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](http://www.ggdandekar.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO 1 OF THE NOTICE:**

The Company during the year 2022 altered the clause no 3 of its Memorandum of Association to include objects related to real estate business in addition to the manufacturing activities. The Company had received certificate issued by the Registrar of Companies, Mumbai for alteration to the object clause of Memorandum of Association of the Company dated 1 April 2022.

The Board of Directors of the Company in its meeting held on 06 April 2022, had given its consent to the company for exploring suitable business opportunities in the real estate sector.

Thereafter, during the financial year 2022-23, the Company purchased 3.5 floors in the building named "Suma Center" situated in Erandwane, Pune admeasuring around 26,320 square feet area. The commercial units in the said building are occupied by licensees on Leave and License agreements. This brought change in the activities of the Company from manufacturing of food processing machinery to real estate activities during the quarter ended 30 September 2022 of financial year 2022-23.

Pursuant to regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, where there is change in the activities of a listed entity and the changed activities are not reflected in the existing name of the listed entity, the listed entity shall change its name within 6 months of such change in activities.

Accordingly, it is required and proposed that the name of the Company be changed from the existing G. G. Dandekar Machine Works Limited to a G. G. Dandekar Properties Limited which reflects the change in activities of the Company.

The Board of Directors of the company in its meeting held on 30 May 2023 approved subject to the approval of members of the company and the Central Government of India, the change in name of the company from "G. G. Dandekar Machine Works Limited" to "G. G. Dandekar Properties Limited" or "G. G. Dandekar Realities Limited" or "G. G. Dandekar Industries Limited" or such other name as may be approved by the Central Registration Center of Ministry of Corporate Affairs.

The proposed change in name of the Company would not result in change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has filed e-form RUN (Reserve Unique Name) on the website of Ministry of Corporate Affairs, Government of India and the name "G. G. Dandekar Properties Limited" has been made available to the Company vide name reservation letter dated 07 June 2023 issued by the Central Registration Center of Ministry of Corporate Affairs.

**CIN : L70100MH1938PLC002869****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](http://www.ggdandekar.com)

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 1 of this of the Notice for approval by the members through Postal Ballot in accordance with Section 110, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time.

**ITEM NO 2 OF THE NOTICE:**

The Memorandum of Association needs to be altered subsequent to the change in name of the Company.

The Board of Directors of the company in its meeting held on 30 May 2023 approved the alteration to the Memorandum of Association of the Company to reflect the new name subject to the approval of members of the company.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 2 of this of the Notice for approval by the members through Postal Ballot in accordance with Section 110, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time.

**ITEM NO 3 OF THE NOTICE:**

The Articles of Association needs to be altered subsequent to the change in name of the Company.

The Board of Directors of the company in its meeting held on 30 May 2023 approved the alteration to the Articles of Association of the Company to reflect the new name subject to the approval of members of the company.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 3 of this of the Notice for approval by the members through Postal Ballot in accordance with Section 110, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time.

**By Order of the Board of Directors  
For G G Dandekar Machine Works Limited**

**SD/-**

**Name:** Ashwini Paranjape

**Designation:** Company Secretary **Place:** Pune

**Membership no.:** A42898 **Date:** 28 June 2023