

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 08th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December 2021 and General Circular No. 3/2022 dated 05th May 2022, General Circular No. 11/2022 dated 28th December 2022 and General Circular No. 9/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (the “MCA Circulars”) the following item of Special Business is 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 restrictions, 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 22nd December 2023.

The Members’ consideration and approval are sought for the 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, and 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 favor are exceeding the votes cast against the resolution and the Special Resolution shall be declared as passed by Postal Ballot if votes cast in favor are exceeding three times the votes cast against the resolution(s).

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

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 25th January 2024. The Scrutinizer will submit his report to the Chairman / any other Director as authorized 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 authorized by the Company on or before 29th January 2024 and shall be also displayed on the website of the Company, viz. 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 material transaction with a related party of the Company

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 188 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder namely Companies (Meeting of Board and its Power) Rules, 2014, as amended from time to time, and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members of the Company be and is hereby accorded for entering into transaction of providing a commercial property owned by the Company – furnished office space on Leave and License basis to ACTIN Technologies India Pvt. Ltd., a related party of the Company details of which are mentioned herein below:

Sr. No.	Particulars	Terms and conditions
A	Description of Property and parties to the transaction	

1	Licensor	G. G. Dandekar Properties Limited [formerly known as G. G. Dandekar Machine Works Limited] ("GGD")
2	Licensee	ACTIN Technologies India Private Limited. ("ACTIN")
3	Floor No.	06th
4	Wing Name	South
5	Unit Nos	101 to 110
6	Property Tax No.	O/4/01/01546007
7	Premises	Commercial fully furnished premises at Suma Centre, Erandwane, Kothrud, Pune 411004
8	Carpet Area	3,760 sq. ft.
9	Chargeable area	5,000 sq. ft.
B	Commercial Terms	
1	Lease Rental	Rs. 90 per sq ft per month on the chargeable area
2	Common Area Maintenance (CAM) Charges	Rs. 7 per sq ft per month on the chargeable area
3	GST	Act In will bear GST on the Rent including Maintenance Charges.
4	TDS	ACTIN will deduct & deposit TDS on the Rent & Maintenance Charges.
5	Escalation on Rent	05% every year
6	Deposit	04 Month's license fees
7	Property Taxes and premises insurance	By GGD at actual
C	Other Terms	
1	Agreement Type	Leave and License
2	Term	60 Months
3	Lock-in	12 Months
4	Termination	Post the Lock in Period, written notice of 03 months from either side
5	Rent Commencement Date	01st February 2024
6	Power Back-up	Available
7	Stamp duty and Legal Fees	To be borne equally by the parties
8	Signage	Signage is allowed.
9	Parking	Space for Covered Car Parking - 1 No

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RESOLVED FURTHER THAT Mr. Pankaj Parkhi (having PAN: ANKPP1647B), Chief Financial Officer of the Company or failing him Ms. Ashwini Paranjape, Company Secretary and Compliance Officer of the Company (having membership number A42898 and PAN BNXPP9664A) be and are hereby authorized severally to negotiate, finalize the terms and conditions as well as to sign and execute all such documents and papers as may be required to give effect to the proposed transaction and appear before the Sub-Registrar on behalf of the Company for registration of Leave and License agreement 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 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 take note of certificate from practicing chartered accountant regarding the satisfaction of conditions laid down in Regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to ratify the omission.

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

“**RESOLVED THAT** further to approval of members obtained by the Company by way of Postal Ballot on 01st August 2023 for change in the name of Company from G. G. Dandekar Machine Works Limited to G. G. Dandekar Properties Limited pursuant to Regulation 45 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder (hereinafter referred as ‘SEBI LODR’), a certificate obtained from M/s A. N. Pathak and Associates, practicing Chartered Accountant (Registration no. 139084W) certifying fulfilling of the conditions for change in name of the Company as laid down in Regulation 45 (1) of SEBI LODR be and is hereby considered and taken on record and the omission to place before the members, certificate from Practicing Chartered Accountant is condoned and the action ratified.”

By Order of the Board of Directors
For G. G. Dandekar Properties Limited
(Formerly known as G. G. Dandekar Machine Works Limited)

SD/-

Name: Ashwini Paranjape

Designation: Company Secretary

Membership no.: A42898

Place: Pune

Date: 26th December 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1 OF THE NOTICE:

The Company owns 3.5 floors in the building named “Suma Center” situated in Erandwane, Pune admeasuring around 26,320 square feet area. ACTIN Technologies India Private Limited approached and is interested in occupying one of the wings on a floor in the building “Suma Center” on Leave and License basis. ACTIN Technologies is a related party of the Company.

Before 19th September 2023, the Company did not execute any fresh Leave and License Agreement and the licensee who was occupying the office units on 4th, 5th and 6th floor (3 floors out of 3.5 floors owned by the Company) at the time of purchasing the property continued till 31st August 2023.

The following are details required pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1	Name of the Related party	ACTIN Technologies India Private Limited
2	Name of the Director or key managerial personnel who is related, if any	Mr. Pranav Deshpande
3	Nature of relationship	A private company in which a director is a common director. A private company who is amongst the promoter group of the Company being deemed related party under the SEBI (LODR) Regulations, 2015
4	Description of property	South wing, 6 th Floor, Suma Center, near Deenanath Mangeshkar Hospital, Erandwane, Pune 411004.
	Nature, material terms, monetary value and particulars of the contract or arrangement	1. Offering and occupying furnished office space having carpet area 3,760 sq. ft. and chargeable area 5,000 sq. ft. on leave and license basis. 2. Term of agreement – 60 months 3. Lock-in period- 12 months 4. Lease rental -Rs. 90 per sq. ft. plus maintenance charges Rs. 7 per sq. ft. on the chargeable area. 5. Deposit – amount equal to 4 months License fees. 6. Rent Commencement date- 01 st February 2024.
5	Any other information relevant or important for members to take decision of proposed resolution	The proposed transaction of occupying a premises on leave and license basis is covered under the definition of material related party transaction because of the following:

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		<ul style="list-style-type: none"> the amount of income from the proposed transaction is more than 10% of the Annual consolidated turnover of GGD [lease rental income plus maintenance charges of common area for GGD for period of first 1 year - 12 months from rent commencement date will be Rs. 58.20 Lakhs] and thereafter 05% escalation in license fees will be applicable for every year during the 5 years term of L & L agreement. 10 % of Annual Consolidated Turnover of GGD per last audited financials of FY ended 31st March 2023 is Rs. 25.08 lakhs as the turnover is 250.89 Lakhs. <p>Certificate from the statutory auditor of the Company stating that the proposed transaction is being entered into on an arm's length basis has been obtained by the Company is reproduced below as Annexure A and will be available for inspection at the registered office of the Company.</p>
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The following information is provided pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:

Sr. No.	Particulars	Information
1	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section of the Master circular.	<ul style="list-style-type: none"> The proposed transaction is of offering and occupying furnished office space having carpet area 3,760 sq. ft. and chargeable area 5,000 sq. ft. on leave and license basis. The term of proposed leave and license agreement will be of 60 months and the Lock-in period will be of 12 months. Value of proposed transaction will be License fees -Rs. 58,20,000 for a period of 12 months (Rs. 4,85,000 per month * 12 months) The security deposit proposed to be obtained by the Company will be an amount equal to 4 months' License fees.

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		<ul style="list-style-type: none"> • The date of Commencement of the License fees is proposed to be 01st February 2024. • The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction is 23.20%
2	Justification for why the proposed transaction is in the interest of the listed entity;	<ul style="list-style-type: none"> • The Company has been taking steps to find licensees for the office units in Suma Center on leave and license basis. ACTIN has approached GGD for occupying the office unit called "South wing" on 6th floor of Suma Center. • The proposed licensee is known and trustworthy party, therefore the management of the Company believe the risk of loss of income or bad debts will be minimised. • There will be a saving on cost of brokerage as the proposed licensee directly approached the Company. • The proposed transaction is on an Arm's Length basis and the Company has obtained a certificate from the statutory auditor regarding the same.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable

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5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not available
6	Any other information that may be relevant	<p>The proposed transaction of occupying a premises on leave and license basis is covered under the definition of material related party transaction because of the following:</p> <ul style="list-style-type: none"> the amount of income from the proposed transaction is more than 10% of the Annual consolidated turnover of GGD [lease rental income plus maintenance charges of common area for GGD for period of first 1 year - 12 months from rent commencement date will be Rs. 58.20 Lakhs] and thereafter 05% escalation in license fees will be applicable for every year during the 5 years term of Leave & License agreement. 10 % of Annual Consolidated Turnover of GGD per last audited financials of FY ended 31st March 2023 is Rs. 25.08 lakhs as the turnover is 250.89 Lakhs. <p>Certificate from the statutory auditor of the Company stating that the proposed transaction is being entered into on an arm's length basis has been obtained by the Company is reproduced below as Annexure A and will be available for inspection at the registered office of the Company.</p>

The proposed transaction is a material related party transaction pursuant to the Regulation 23 (1) of the SEBI (LODR) regulations, 2015, therefore prior approval of the members is being sought by way of passing a Ordinary Resolution.

The Audit Committee of the Board of Directors of the company recommended and the Board of Directors through a resolution passed in the meeting held on 26th December 2023 approved the proposed related party transaction subject to the approval of members of the company.

The Board of Directors is of the opinion that the proposed material related party transaction is in the interest of the Company.

Mr. Pranav Vijay Deshpande, (DIN 06467549) who is a common director in the Company and ACTIN Technologies India Pvt. Ltd. is interested in the proposed transaction. Except him, other Directors and Key Managerial Personnel of the Company and any of their relatives are not in any way, financially or otherwise 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.

Mrs. Jyotsna Kulkarni is one of the promoters of the Company and her son Mr. Nihal Kulkarni holds 90 % of the equity shares in ACTIN Technologies India. Pvt. Ltd.

Achyut and Neeta Holdings and Finance Private Limited is one of the entities amongst the promoters' group of the Company and holds 90 % of the Compulsorily Convertible Preference shares in ACTIN Technologies India. Pvt. Ltd.

The Board recommends the Ordinary 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:

Pursuant to the proviso of Regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity should change its name within a period of 6 months from the change in its activities if such change in activities is not reflected in its name. The listed entity is also required to satisfy the conditions laid down in sub-regulation (1) of Regulation 45.

The Company sought approval of the members for change in its name through postal ballot e-voting process during 03rd July 2023 to 01st August 2023. The resolution was approved by 99.99% of the members who casted their votes (the number of votes in favour of the resolution were 28,76,144 and number of votes against the resolution were 150).

However, the notice of postal ballot dated 28th June 2023 and the statement annexed to the notice was sent to the members of the Company without inadvertently procuring and attaching a certificate from practising chartered accountant certifying that the conditions for change in name as laid down in regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are satisfied (herein after referred to as "Certificate from practising Chartered Accountant).

The Company after receiving approval from the members as on 01st August 2023 and fresh certificate of incorporation dated 31st October 2023 from the Registrar of Companies, had filed an application with BSE Ltd. for change in its name. The BSE Limited had informed the Company on 04th December 2023 regarding requirement of sharing proof of compliance regarding placing of certificate from practising Chartered Accountant before members of the Company at the time of approval for change in its name. The Company inadvertently had not procured and attached the certificate from practising Chartered Accountant pursuant to regulation 45 (3) of SEBI LODR. Hence the Company had submitted an undertaking dated 06th

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December 2023 to BSE Limited that, the members approval in the form of ratification will be obtained for noting certificate from practicing Chartered Accountant in the forthcoming general meeting of the members. Further, the approval from BSE Ltd. for the change in name of the Company has been received vide notice dated 21st December 2023.

The Company hereby requests members to consider and take on record the certificate from M/s A. N. Pathak and Associates, Chartered Accountants, Pune regarding satisfaction of the conditions for change in name as laid down in regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and condone and ratify action of changing name of the Company. The copy of the certificate is reproduced below as Annexure B and is available on the Company's website for inspection by the members of the Company.

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.

None of the Directors and Key Managerial Personnel of the Company and any of their relatives are in any way, financially or otherwise 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.

By Order of the Board of Directors
For G. G. Dandekar Properties Limited
(Formerly known as G. G. Dandekar Machine Works Limited)

SD/-

Name: Ashwini Paranjape

Designation: Company Secretary **Place:** Pune

Membership no.: A42898 **Date:** 26th December 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

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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 or its R&T Agent viz. Link Intime India Private Limited at 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 or M/s Link Intime India Pvt Ltd. at 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 22nd December 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 22nd December 2023. The right of voting by the Postal Ballot i.e. remote e-voting shall not be exercised by a Proxy.
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. 22nd December 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 for the same.
10. Voting through electronic means:

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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 Wednesday, 27th December 2023 (9.00 a.m.) and ends on Thursday, 25th January 2024 (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., 22nd December 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ 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 “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name

	<p>or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 and click on login icon & New

	<p>System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 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 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 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 progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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:

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*****.

<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
<p>5. Password details for shareholders other than Individual shareholders are given below:</p>	
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p>	
<p>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.</p>	
<p>c) How to retrieve your ‘initial password’?</p> <p>(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’.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered</p>	
<p>6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>a) Click on <u>“Forgot User Details/Password?”</u>(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) <u>Physical User Reset Password?”</u> (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>	

- | |
|---|
| 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?

2. 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.
3. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for 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.com 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](#)

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Website : www.ggdandekar.com

[User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Rimpa Bag, Assistant Manager at evoting@nsdl.com

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
 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. 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.com 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 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 under the 'Downloads section'. You can also contact NSDL via email at evoting@nsdl.com 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 29th January 2024. The results declared along with the Scrutinizer's report shall be placed on the Company's website 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. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 25th January 2024, i.e. the last date specified for e-voting.

**ANNEXURE A TO THE STATEMENT ANNEXED TO THE NOTICE AND
FORMING PART OF THE NOTICE**

CNK JBMS
& ASSOCIATES
CHARTERED ACCOUNTANTS

Ref.: CNKJBMS/134/23-24

To,

The Board of Directors,

G. G. Dandekar Properties Limited

(formerly known as G. G. Dandekar Machine Works Limited)

Nagpur.

Subject: Evaluation of related party transactions between G. G. Dandekar Properties Limited and ACTIN Technologies India Private Limited

We refer to the transaction of leasing property as per the Annexure between the parties mentioned above.

Background

We have examined the related party transaction identified by the company and necessary additional information provided to us to verify whether it will be in ordinary course of business and at arm's length basis. The detailed analysis is given in the annexure enclosed.

Purpose

To evaluate related party transaction between G. G. Dandekar Properties Limited (GGDPL) and ACTIN Technologies India Private Limited (ATIPL) is in ordinary course of business and are at an arm's length.

Management Responsibility

Management is responsible for preparation of database for related party transactions as per the provisions of Companies Act, 2013 ("the Act") read with rules framed under SEBI (LODR), 2015, as amended. This responsibility includes:

- a) Identifying related party as per section 2 (76) Of the Act and as per SEBI (LODR), 2015 as amended.



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Tel: +91 20 2998 0865 | Email: info@cnk-jbms.com | Website: www.cnkindia.com

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& ASSOCIATES
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- b) Identifying the ordinary course of business in relation to the company and such related person/ entity.
- c) Providing internal and external data as required for benchmarking.

Auditors Responsibility

We have benchmarked the transactions entered with related party as given by management with the help of guidance available from transfer pricing regulations as defined under Income Tax Act, 1961 and Relevant Rules thereof, as the relevant guidelines are not available under Companies Act, 2013. This includes analysis of transactions, testing of internal as well as external data such as comparable proposals/quotes, as applicable, and applying most appropriate method for computing the arm's length price. In this process of benchmarking, we have relied on the technical information made available to us. We have evaluated the said transaction based on current conditions, terms and related documents produced to us for evaluation. It is our responsibility to form a conclusion based on our work performed as per generally accepted auditing practices and to report our Conclusion to you whether proposed transaction is at arm's length or otherwise.

We conducted our examination, in accordance with the guidance note on Reports or certificates for special purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI), to obtain reasonable assurance whether the related party transaction in all material aspects is at arms' length. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Opinion

Based on our examination as above, information and explanations given to us, and with the scope, method of computation and limitations explained above, we report that to the best of our knowledge and belief that related party transactions covered for evaluation is in ordinary course of business and are at an arm's length.



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Limitations

We have relied on the relevant provisions contained in the Companies Act, 2013 and rules notified thereunder, Income Tax Act, 1961, Income Tax Rules, 1962 and administrative interpretations thereof for the time being in force, which are further subject to modifications by subsequent legislation or regulatory changes or administrative pronouncements or judicial decisions. Any subsequent changes could therefore have an impact on the conclusion contained herein.

We have evaluated the said transaction based on current conditions, terms, business practices and related documents produced to us for evaluation.

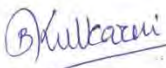
Further, we have broadly reviewed external data provided by the company. We have not however made a detailed examination of technical information with a view to determine whether they are accurate and complete. This document was prepared by us in connection with an analysis of related party transaction to assist GGDPL in the discharge of its obligations to maintain the necessary documentation and reporting.

This certificate has been issued on specific request of the management of G. G. Dandekar Properties Limited.

For C N K J M B S and Associates

Chartered Accountants,

[F. R. No.: 139786-W]



Bageshri Khadilkar

Partner

Membership No: 139656

UDIN: 23139656BGWPYK1181

Place: Pune

Date: 07.11.2023



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CHARTERED ACCOUNTANTS

ANNEXURE

Analysis of transaction - Transaction to be executed by G. G. Dandekar Properties Limited (GGDPL) and ACTIN Technologies India Private Limited (ATIPL) for occupying office premises on Leave and License Basis.

Summary Analysis:

Nature of transaction	Amount for 1 Financial year *
1. Offering and occupying furnished office space having carpet area 3,760 sq. ft. and chargeable area 5,000 sq. ft. on leave and license basis.	Rs. 54,00,000
2. Term of agreement – 60 months	
3. Lock-in period- 12 months	
4. Lease rental -Rs. 90 per sq. ft. on the chargeable area.	
5. Deposit – amount equal to 3 months rental income.	

*Amount calculated for period of 12 months of one financial year assuming occupancy for full year. Income for first financial year shall be proportionate to period of occupancy after the approvals and execution of agreement between the parties.

BENCHMARKING OF TRANSACTIONS

We have made G. G. Dandekar Properties Limited as a tested party for the purpose of benchmarking above transaction.

- A) While conducting benchmarking analysis, we have analysed the transactions by adopting comparative method. On the basis of above benchmarking, we conclude that the transactions are at arm's length.
- B) GGDPL provides furnished office premises on leave and license basis to licensees. GGDPL has provided other office space in the same building to an unrelated party at the same lease rental rate. We have been informed of that in the Erandwane micro market of Pune city, the rate of Rs. 83 to 85 per sq. feet of lease rental income for furnished commercial premises can be fetched by a property of similar kind.

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**ANNEXURE B TO THE STATEMENT ANNEXED TO THE NOTICE AND
FORMING PART OF THE NOTICE**

A. N. Pathak & Associates

Chartered Accountants

Flat No 502, Ideal Square, Ideal Colony, Kothrud, Pune 411 029.

Mobile – 09823552587 / 9172561617 ; Email ID – ca.adityapathak@gmail.com

CERTIFICATE

This is to certify that to the best of our knowledge and belief and according to information and explanations given to us and as per the records maintained by M/s G. G. Dandekar Properties Limited (formerly known as G. G. Dandekar Machine Works Limited) having its registered office at 211/A, MIDC Butibori Industrial Area, Village Kinhi, Taluka Hingna, District Nagpur - 441122 and produced for verification to us, in respect of the conditions prescribed for change in name of a listed entity under Regulation 45 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby certify the following:

- the company since its incorporation is changing its name for the first time therefore the question of time period of at least one year being elapsed from the last name change does not arise;
- more than fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; and
- the amount invested in the new activity/project is more than fifty percent of the assets of the listed entity;

This certificate is issued at the specific request of G. G. Dandekar Machine Works Ltd. as the Company is in the process of change in its name from G. G. Dandekar Machine Works Ltd. to G. G. Dandekar Properties Ltd.

For A N Pathak & Associates
Chartered Accountants
FRN: 139084W



CA Aditya N Pathak
Proprietor
Membership No. 160690

Date: 08-11-2023
Place: Pune
UDIN: 23160690BGWQRP5938