

**NOTICE FOR THE ADJOURNED 85<sup>TH</sup> ANNUAL GENERAL MEETING  
(Pursuant to Section 101 of the Companies Act, 2013 read with Secretarial Standard-2  
issued by ICSI)**

Notice is hereby given that the Adjourned 85<sup>th</sup> Annual General Meeting (AGM) of the Members of G. G. Dandekar Properties Limited (formerly known as G. G. Dandekar Machine Works Limited) (the "Company") will be held on Saturday, 28<sup>th</sup> day of September 2024 at 11.00 a.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') facility, in continuation to transact the following business which was omitted to be included in the notice of the original AGM held on 28<sup>th</sup> August 2024:

**ORDINARY BUSINESS:**

**ITEM:**

To re-appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard, members are requested 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 Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s CKJBMS & Associates, (Firm Registration Number 139786-W), Chartered Accountants, Pune be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of adjourned 85<sup>th</sup> Annual General Meeting till the conclusion of the 90<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2028-29, at such remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit as may be decided by the Audit Committee and Board of Directors in consultation with the Auditors."

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

**Name:** Ashwini Paranjape

**Designation:** Company Secretary

Membership No. A42898

Address: Sankalp Residency, Ganesh Nagar, Dhayari, Pune-41

Place: Pune

Date: 29 August 2024

**NOTES:**

- The statement pursuant to Section 102(1) of the Act, in respect of the Ordinary business proposed above to be transacted at the adjourned 85<sup>th</sup> AGM, is annexed hereto and forms part of the Notice.
- Relevant documents referred to in this Notice of adjourned AGM are available electronically for inspection by the members on all working days during normal business hours up to the date of adjourned AGM.
- This Notice of adjourned AGM is available on the website of the Company at [www.ggdandekar.com](http://www.ggdandekar.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- All the processes, notes and instructions relating to attending the original AGM through VC / OAVM and e-voting set out for and applicable for the original 85<sup>th</sup> AGM shall mutatis-mutandis apply to attending the adjourned AGM through VC / OAVM and e-voting for the resolution proposed in this Notice of the adjourned AGM.
- Furthermore, the Scrutinizers appointed for the original 85<sup>th</sup> AGM will continue to act as Scrutinizers for Ordinary Resolution proposed in this Notice of adjourned 85<sup>th</sup> AGM.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & RULES THEREOF AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INCLUDING AMENDMENTS THEREUNDER.**

**ITEM OF THE NOTICE:**

Reasons for adjournment

- a) The shareholders of the Company, at the 80th Annual General Meeting held on 27 September 2019, had appointed M/s Kulkarni Soman & Associates, (Firm Registration Number 139786-W) [the firm became part of a network of CNK & Affiliates ('CNK Network') w.e.f. 01.07.2022. As a result, the name of their firm was changed from 'Kulkarni Soman & Associates' to 'CNKJBMS & Associates'] as Statutory Auditors of the Company to hold the office till the conclusion of 85th Annual General Meeting of the Company to be held in Calendar Year 2024 for the first term at such remuneration (exclusive of applicable taxes and reimbursement of out-of-pocket expenses) to be fixed by the Board of Directors of the Company in consultation with them.

- b) The Audit Committee and Board of Directors of the Company in their meetings held on 30 May 2024 respectively approved, recommended the re-appointment of the statutory auditor of the Company for next term of 5 years to the members of the Company at the ensuing Annual General Meeting.
- c) The Company informed the same to BSE on 30 May 2024 as an outcome of the meeting of Board of Directors.
- d) The Company in the Board's report for the financial year ended 31 March 2024, forming part of the Annual report mentioned that the term of appointment of the statutory auditors will conclude at the ensuing Annual General Meeting.
- e) Accordingly, they were to retire at the conclusion of 85th Annual General Meeting.
- f) The Company inadvertently did not include in the notice the proposed resolution for appointment of retiring auditor for a next term of 5 years pursuant to the provisions of the Section 139 (2) (b) of the Companies Act, 2013 at the time of dispatching the notice convening the 85<sup>th</sup> Annual General Meeting to be held on 28 August 2024.
- g) During the 85<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> August 2024, the ordinary business of appointment of statutory auditor for next of 5 years remained unfinished and the Chairman with the consent of the members present for the AGM adjourned the meeting to a later date to be decided by the Board of Directors of the Company in due course.
- h) The existing auditor continued to be auditor of the Company pursuant to the provisions of the Section 139 (10) of the Companies Act, 2013, as at the 85<sup>th</sup> AGM, neither a resolution having effect of appointment of new auditor nor a resolution having effect that the existing auditor should not be appointed for second term of 5 years retiring auditor was not passed by the members of the Company.
- i) The Board of Directors by resolution on 29 August 2024 resolved that the adjourned 85<sup>th</sup> Annual General Meeting be called and held on Saturday, the 28<sup>th</sup> day of September 2024. At 11 a.m. (IST) through video-conferencing.
- j) Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall provide the following information to the shareholders in case of appointment of auditor:
  - i. Proposed fees payable to the statutory auditor(s) along with terms of appointment: Audit fees- Rs. 6 lakhs per annum and Other Certification fees: Rs. 50,000/- plus taxes and out of pocket expenses at actual.

- ii. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: After evaluating and considering various factors such as their experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Audit Committee and the Board of Directors at their respective meetings held on 30 May 2024, had recommended the appointment of M/s. CNKJBMS & Associates, Chartered Accountants (Firm Registration Number 139786-W), for a Second term of 5 (five) years to hold the office up to the conclusion of 90<sup>th</sup> AGM of the Company, at such remuneration as may be fixed by the Board of Directors in consultation with them.

The Company hereby requests members to consider the item related to appointment of statutory auditor for another term of 5 years in the adjourned meeting since there was unintentional omission of including this item while dispatching the original Notice of 85<sup>th</sup> AGM of the Company.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item in this Notice for approval by the members in accordance with Section 139 and 142 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)**

**Name:** Ashwini Paranjape

**Designation:** Company Secretary

Membership No. A42898

Address: Sankalp Residency, Ganesh Nagar, Dhayari, Pune-41

Place: Pune

Date: 29 August 2024

NOTES (CONTINUED):

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs allowed companies whose AGMs were due to be held in the year 2024 or become due in the year 2024, to conduct their AGMs on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (collectively referred to as "MCA Circulars" to conduct AGM through VC or other audio-visual means, subject to compliance of various conditions mentioned therein dispensing personal presence of the members at the meeting. The deemed venue for the AGM will be Registered Office of the Company.

The Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 11/2022 dated 28th December 2022 and General Circular No. 9/2023 dated 25th September 2023 (hereinafter referred as "MCA Circulars") and the SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/CFD-PoD-2/CIR/2023/4 dated 05<sup>th</sup> January 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October 2023 (hereinafter referred as "SEBI Circulars"), (MCA Circulars and SEBI Circulars together hereinafter referred as "Circulars") allowed conducting the Annual General Meeting through VC/OAVM.

In terms of the said Circulars, the Adjourned 85<sup>th</sup> Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM. For detailed procedure for participating in the Adjourned AGM through VC/OAVM please refer point no. 24 below.

2. Since this Adjourned 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 Adjourned AGM and hence the Proxy Form, Attendance Slip and Route Map for the Adjourned AGM are not annexed to this Notice.

Only a member of the Company will be entitled to attend and vote at the Adjourned 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. In accordance with MCA Circulars and SEBI circulars, the Notice of the Adjourned AGM is being sent by electronic mode in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical



holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("Link Intime"). The Company shall send a physical copy of the Annual Report to those Members who request for the same at [ir@ggdandekar.com](mailto:ir@ggdandekar.com) mentioning their Folio No./DP ID and Client ID. Members may note that the Notice convening the Original as well as Adjourned AGM and Annual Report 2023-24 is also be available on the Company's website at [www.ggdandekar.com](http://www.ggdandekar.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. Corporate Member(s) intending to appoint their authorized representative(s) to attend the Adjourned 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 Adjourned 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](mailto:mahesh.athavale@kanjcs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
5. The facility for participation at the Adjourned 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 Adjourned AGM and close after the expiry of 15 minutes from the scheduled time for the Adjourned 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 Adjourned AGM is not restricted on account of first come first serve basis.
6. The attendance of the Members attending the Adjourned AGM through VC / OVAM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Auditor seeking appointment at the Adjourned AGM are annexed hereto.
8. In case members wish to ask any question(s) 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](mailto: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.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Adjourned AGM.

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). 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](http://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 viz. Link Intime India Private Limited in case of holding of 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 the 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 viz. Link Intime India Private Limited (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

Trading in the shares of the Company can be done in dematerialized form only. Members are requested to avail the facility of dematerialisation by opening Depository accounts with the DPs of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised to ensure safe and speedy transactions in securities.

Securities and Exchange Board of India has amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, to disallow listed companies from accepting requests for transfer of securities which are held in physical form, with effect from 1st April 2019. The Members who continue to hold shares of listed companies in physical form even after this date, will not be able to lodge the shares with Company / its R & T Agent for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer.

In addition to the above, pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P /CIR/2022/8 dated 25th January 2022 regarding 'Issuance of Securities in dematerialized form' which is effective from 25th January 2022, in case of Investor Service Requests viz. Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Subdivision / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition, the listed companies shall issue the securities in dematerialized form only. Accordingly, the Company has processed the aforementioned requests by issuance of Letter of Confirmation to the shareholders, for converting their shares to demat 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 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  
Members desirous of making a nomination are requested to submit Nominations in prescribed Form SH-13 to R & T Agent in case of holding of shares in physical form and with their respective DPs, in case of shares held in dematerialised form. The



Nomination Form SH-13 is available with the R & T Agent of the Company and also on the website of the Company [www.ggdandekar.com](http://www.ggdandekar.com).

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.

To receive the correspondence, Members are requested to register their e-mail address(es) or changes therein, if any, at the earliest, to receive the 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](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).

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 to update bank account details.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and clarification on the same dated 14th December 2021, on Common and Simplified Norms for processing Investor's Service Request by RTAs, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that "From 1st January 2022, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details are received". For more details, please visit the web link: <https://linkintime.co.in/downloads.html>

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12th May 2020 and dated 15th January 2021, 13th May 2022, 28 December 2022, 28th December 2022 and 25th September 2023, Notice of the Adjourned AGM 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 convening the Adjourned AGM will also be available on the Company's website [www.ggdandekar.com](http://www.ggdandekar.com), on the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

21. Inspection Documents

Electronic copy of relevant documents referred to in the Notice convening the Adjourned AGM and Explanatory Statement will be made available on website of the Company during the course of the Adjourned AGM for inspection by the Members.

Electronic copies Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection electronically by the Members at the time of AGM.

22. National Securities Depositories Limited (NSDL) will provide facility for voting through remote e-Voting, for participation in the Adjourned AGM through VC / OAVM facility, and e-Voting during the Adjourned AGM

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

**Voting through electronic means [Remote e-voting/e-voting on the date of Adjourned 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, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021 Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022, General Circular No. 11/2022 dated 28th December 2022 and General Circular No. 9/2023 dated 25th September 2023 the Company is providing facility of remote e-voting and e-voting at the time of Adjourned AGM to its Members in respect of the business to be transacted at the Adjourned 85<sup>th</sup> 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 Adjourned AGM will be provided by NSDL.

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

### **III. THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on 25 September 2024 at 09:00 A.M. (IST) and ends on 27 September 2024 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 23<sup>rd</sup> September 2024, 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. 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: Access to NSDL e-Voting system**

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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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:

| <b>Type of shareholders</b>   | <b>Login Method</b>  |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name 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 or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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 or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>                                     | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |
| <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-</p>   |



|  |   |
|--|---|
|  | Voting period or joining virtual meeting & voting during the meeting. |
|--|---|

**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.**

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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.com">evoting@nsdl.com</a> or call at 022 - 4886 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. 1800-21-09911 |

**B) Login Method e-Voting and joining virtual meeting 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<br>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<br>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<br>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:  |  |

- |   |
|---|
| <p>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 <b><u>www.evoting.nsdl.com</u></b>.</p> <p>b) <b><u>Physical User Reset Password?</u></b> (If you are holding shares in physical mode) option is available on <b><u>www.evoting.nsdl.com</u></b>.</p> <p>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.com">evoting@nsdl.com</a> 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> |
| <p>7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.</p>  |
| <p>8. Now, you will have to click on “Login” button.</p>  |
| <p>9. After you click on the “Login” button, Home page of e-Voting will open.</p>   |

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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.

**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](mailto: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](mailto:ir@ggdandekar.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, member may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.
5. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 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.

#### **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 [mahesh.athavale@kanjcs.com](mailto:mahesh.athavale@kanjcs.com) with a copy marked to [evoting@nsdl.com](mailto: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 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 to the Frequently Asked Questions (FAQs) for members who need assistance before or during the adjourned AGM and remote 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 Ms.

Rimpa Bag, Assistant Manager via e-mail at [evoting@nsdl.com](mailto:evoting@nsdl.com) / [RimpaB@nsdl.com](mailto:RimpaB@nsdl.com) or call 022-4886 7000.

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

1. The procedure for e-Voting on the day of the Adjourned AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the Adjourned 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 Adjourned 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 Adjourned 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 Adjourned 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 final and vote cast through e-voting at the time of the AGM shall be considered invalid.

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

1. Member will be provided with a facility to attend the Adjourned 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.

Facility of joining the Adjourned AGM through VC / OAVM shall open 15 minutes before the time scheduled for the Adjourned AGM and closed after 15

18



minutes from scheduled time for Adjourned AGM (except for the members holding more than 2%).

5. Members who need assistance before or during the AGM can contact NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / or contact Ms. Rimpa Bag, Assistant Manager – NSDL at [RimpaB@nsdl.com](mailto:RimpaB@nsdl.com) or call on no: 022-4886 7000.
6. Members who would like to ask 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.
7. Members who would like to express their views/ask questions during the adjourned 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](mailto:ir@ggdandekar.com) at least 8 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 adjourned AGM.

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

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).

**24. The adjourned Annual General Meeting is in continuation of the original AGM held on 28 August 2024 and will be held only for the appointment of Auditors which was omitted to be included in the Notice for the original AGM, the voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date that is 23<sup>rd</sup> September 2024.**

25. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. 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” or option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no. 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September 2024 may follow steps mentioned

19

- in the Notice of the Adjourned 85<sup>th</sup> AGM under “Access to NSDL e-Voting system”.
26. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories on the cut-off date i.e. 23<sup>rd</sup> September 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting at the Adjourned AGM.
  27. A person who is not a member on the cut-off date should treat this notice for information purposes only.
  28. 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 Adjourned AGM and remote e-voting process fairly and transparently.
  29. The Chairman shall, at the Adjourned 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.
  30. The Scrutinizer shall after the conclusion of e-voting at the Adjourned 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.
  31. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ggdandekar.com](http://www.ggdandekar.com) and the website of NSDL [www.evoting.nsdl.com](http://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.