

**Quarterly Compliance Report on Corporate Governance**Name of the Company: **G. G. Dandekar Machine Works Limited**Quarter ending on: **31<sup>st</sup> December 2011**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 I (A)	Yes	
(B) Non-executive Directors' Compensation & disclosures	49 I (B)	Yes	
(C) Other provisions as to Board and Committees	49 I (C)	Yes	
(D) Code of Conduct	49 I (D)	Yes	Affirmation from Board members and senior management personnel not applicable for this quarter
<b>II. Audit Committee</b>	49 II		
(A) Qualified & Independent Audit Committee	49 II (A)	Yes	
(B) Meeting of Audit Committee	49 II (B)	Yes	
(C) Powers of Audit Committee	49 II (C)	Yes	
(D) Role of Audit Committee	49 II (D)	Yes	
(E) Review of Information by Audit Committee	49 II (E)	Yes	
<b>III. Subsidiary Companies</b>	49 III	Yes	
<b>IV. Disclosures</b>	49 IV		
(A) Basis of related party transactions	49 IV (A)	Yes	
(B) Disclosure of Accounting	49 IV (B)	N.A.	

# G. G. DANDEKAR MACHINE WORKS LTD.



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Treatment			
(C) Board Disclosures – Risk Management	49 IV (C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV (D)	N.A.	
(E) Remuneration of Directors	49 IV (E)	N.A.	Not applicable for this quarter
(F) Management	49 IV (F)	N.A.	Not applicable for this quarter
(G) Shareholders	49 IV (G)	Yes	
<b>V. CEO/CFO Certification</b>	49 V	N.A.	Not applicable for this quarter
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	
<b>VII. Compliance</b>	49 VII	N.A.	Not applicable for this quarter

For G. G. Dandekar Machine Works Limited

P V Gokhale

Prajakta V Gokhale  
Company Secretary & Compliance Officer  
10 January 2012

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