

Quarterly Compliance Report on Corporate GovernanceName of the Company: **G. G. Dandekar Machine Works Limited**Quarter ending on: **31st December 2011**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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
II. Audit Committee	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	
III. Subsidiary Companies	49 III	Yes	
IV. Disclosures	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.



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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	
V. CEO/CFO Certification	49 V	N.A.	Not applicable for this quarter
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	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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