

3<sup>rd</sup> January, 2014

**The Executive Director**

Corporate Relationship Department  
Bombay Stock Exchange Limited  
Floor no.25, PJ Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub:** Submission of Corporate Governance Report

**Ref:** Clause 49 of the Listing Agreement.

**Stock Code:** 505250

Dear Sir,

With reference to above, please find enclosed herewith the “Report on Corporate Governance” of **G. G. Dandekar Machine Works Limited** as per clause 49 of the Listing Agreement for the quarter ended on 31<sup>st</sup> December, 2013.

This is for your information and record.

Kindly acknowledge the receipt of the same.

Thanking You

Yours truly,  
For **G. G. Dandekar Machine Works Limited**

  
(Saurabh Somani)  
Company Secretary & Compliance Officer



Regd. Office & Factory :  
B-211/1, MIDC Butibori Industrial Area,  
Kinhi Village, Tah. Hingna,  
Dist. Nagpur - 441122 (Maharashtra)  
Tel. : (07104) 667300  
Fax : (07104) 667302  
Website : [www.ggdandekar.com](http://www.ggdandekar.com)

Factory :  
Dandekar Wadi, Bhiwandi - 421 30  
Dist. Thane, Mumbai (INDIA)  
Tel. : (0252) 229870, 229871  
Fax : (0252) 229873  
Website : [www.ggdandekar.com](http://www.ggdandekar.com)

### Quarterly Compliance Report on Corporate Governance

Name of the Company: G. G. Dandekar Machine Works Limited

Quarter ending on: 31<sup>st</sup> December, 2013

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<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	See Note 1
<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	N.A.	-----
<b>IV. Disclosures</b>	49 IV		-----
(A) Basis of related party transactions	49 IV (A)	Yes	-----
(B) Disclosure of Accounting Treatment	49 IV (B)	Yes	-----
(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)	Yes	See Note 1
(F) Management	49 IV (F)	Yes	See Note 1
(G) Shareholders	49 IV (G)	Yes	See Note 1
<b>V. CEO/CFO Certification</b>	49 V	Yes	See Note 1
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	See Note 1
<b>VII. Compliance</b>	49 VII	Yes	See Note 1



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