

14th January, 2015

The Executive Director

Corporate Relationship Department
BSE 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 31st December, 2014.

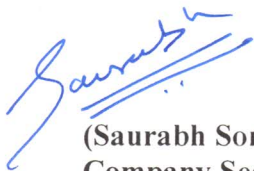
This is for your information and record.

Kindly acknowledge the receipt of the same.

Thanking You

Yours truly,

For **G. G. Dandekar Machine Works Limited**



(Saurabh Somani)
Company Secretary &
Compliance Officer



CIN : L99999MH1938PLC002869

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

Factory :

Dandekarwadi, Bhiwandi - 421302.
Dist. Thane, Maharashtra (INDIA)
Tel. : (02522) 229870, 229871
Fax : (02522) 229873

Quarterly Compliance Report on Corporate Governance

Name of the Company: G. G. Dandekar Machine Works Limited
 Quarter ending on: 31st December, 2014

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (II A) | Yes | Total strength of the Board - 6 Executive Director-1, Non-Executive Director-2 Independent Director-3 |
| (B) Independent Directors | 49 (II B) | Yes | Total No. of Independent Directors in the Board-3 |
| (C) Non-executive Directors' Compensation & disclosures | 49 (II C) | Yes | <ul style="list-style-type: none"> ➤ Apart from receiving sitting fees, Non-executive Director do not have any material pecuniary relationship or transactions with the Company, subsidiaries or associated Company ➤ No commission has been paid during the quarter ended 31.12.2014 ➤ No stock Options has been granted to any Director during the quarter ended 31.12.2014 |
| (D) Other provisions as to Board and Committees | 49 (II D) | Yes | ---- |
| (E) Code of Conduct | 49 (II E) | Yes | Code of Conduct is uploaded on the website of the Company i.e. www.ggdandekar.com |

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