

## Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: 30 June 2009

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	
<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 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
(F) Management	49 IV (F)	Yes	See Note
(G) Shareholders	49 IV (G)	Yes	See Note

# G. G. DANDEKAR MACHINE WORKS LTD.



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
V. CEO/CFO Certification	49 V	Yes	
VI. Report on Corporate Governance	49 VI	Yes	See Note
VII. Compliance	49 VII	Yes	See Note

**Note:** These clauses are complied with in the Annual Report for the Financial Year 2008-09.

For G. G. Dandekar Machine Works Limited  
For Compliance Officer

P V Gokhale

Prajakta V Gokhale  
Company Secretary

7 July 2009