

Quarterly Compliance Report on Corporate Governance

Name of the Company: G. G. Dandekar Machine Works Limited
Quarter ending on: 30 June 2010

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	
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 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

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(F) Management	49 IV (F)	Yes	See Note
(G) Shareholders	49 IV (G)	Yes	See Note
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 2009-10.

For G. G. Dandekar Machine Works Limited

P V Gokhale

Prajakta V Gokhale
Company Secretary & Compliance Officer

8 July 2010