

Quarterly Compliance Report on Corporate GovernanceName of the Company: **G. G. Dandekar Machine Works Limited**Quarter ending on: **31 March 2009**

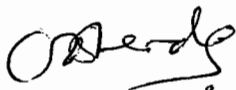
Particulars	Clause of Listing agreement	Compliance Status Yes/ No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 I (A)	Yes	
(B) Non-executive Directors' Compensation & disclosures	49 I (B)	Yes	
(C) Other provisions as to Board and Committees	49 I (C)	Yes	
(D) Code of Conduct	49 I (D)	Yes	The Annual Report of the Company for the Financial Year 2008-09 will contain a declaration regarding compliance with the Code of Conduct signed by the Executive Director
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	See Note 1
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	

Corporate & Sales Office

Particulars	Clause of Listing agreement	Compliance Status Yes/ No	Remarks
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV (D)	N.A.	
(E) Remuneration of Directors	49 IV (E)	N.A.	See Note 2
(F) Management	49 IV (F)	N.A.	See Note 2
(G) Shareholders	49 IV (G)	N.A.	See Note
V. CEO/CFO Certification	49 V	N.A.	Certificate for the Financial Year 2008-09 will be placed before the Board in the forthcoming Board Meeting for accounts adoption and will form part of the Annual Report for Financial year 2008-09.
VI. Report on Corporate Governance	49 VI	N.A.	See Note 2
VII. Compliance	49 VII	N.A.	See Note 2

Notes:

1. The Company has one wholly owned unlisted subsidiary incorporated in Singapore named as G G Dandekar Investments Pte. Ltd. incorporated on 22 August 2009. The Company has duly complied with the applicable clauses i.e. sub clauses (ii) & (iii) of Clause III of Clause 49, sub clause (I) of clause 49 – III is not applicable to the Company.
2. These clauses will be complied with in the Annual Report for the Financial Year 2008-09.

For G. G. Dandekar Machine Works Limited**Jeetendra M Shende
Executive Director & Compliance Officer****06 APRIL 2009****Corporate & Sales Office**