

11<sup>th</sup> April, 2014

**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,

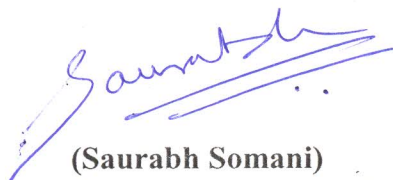
With reference to above, please find enclosed herewith the "Report on Corporate Governance" of G. G. Dandekar Machine Works Limited as per clause 49 of the Listing Agreement for the quarter ended on 31<sup>st</sup> March, 2014.

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 :  
Dandekar Wadi, Bhiwandi - 421 302.  
Dist. Thane, Mumbai (INDIA)  
Tel. : (0252) 229870, 229871  
Fax : (0252) 229873  
Website : 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> March, 2014

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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