

7<sup>th</sup> April, 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 31<sup>st</sup> March, 2015.

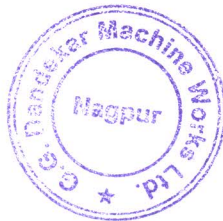
This is for your information and record.

Kindly acknowledge the receipt of the same.

Thanking You

Yours truly,  
For **G. G. Dandekar Machine Works Limited**

  
(Saurabh Somani)  
Company Secretary &  
Compliance Officer



### Quarterly Compliance Report on Corporate Governance

Name of the Company: G. G. Dandekar Machine Works Limited  
Quarter ending on: 31<sup>st</sup> March, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	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"> <li>➤ Apart from receiving sitting fees, Non-executive Director do not have any material pecuniary relationship or transactions with the Company, subsidiaries or associated Company</li> <li>➤ No commission has been paid during the quarter ended 31.03.2015</li> <li>➤ No stock Options has been granted to any Director during the quarter ended 31.03.2015</li> </ul>
(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. <a href="http://www.ggdandekar.com">www.ggdandekar.com</a>

CIN : L99999MH1938PLC002869

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