

Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: 30th September 2011

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	Affirmation from Board members and senior management personnel not applicable for this quarter
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)	N.A.	
(C) Board Disclosures – Risk	49 IV (C)	Yes	

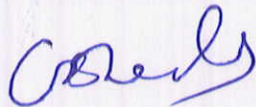


Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Management			
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV (D)	N.A.	
(E) Remuneration of Directors	49 IV (E)	Yes	See Note 2
(F) Management	49 IV (F)	Yes	See Note 2
(G) Shareholders	49 IV (G)	Yes	
V. CEO/CFO Certification	49 V	Yes	See Note 2
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	49 VII	Yes	See Note 2

Note 1: The Company has one wholly owned unlisted subsidiary incorporated in Singapore named as G. G. Dandekar Investments Pte. Ltd. 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.

Note 2 : These clauses are complied with in the Annual Report for the Financial Year 2010-11.

For G. G. Dandekar Machine Works Limited



Jeetendra M. Shende
Executive Director &
Compliance Officer



10 October 2011