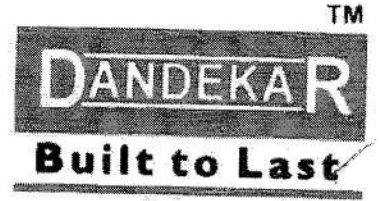


G. G. DANDEKAR MACHINE WORKS LTD.



Ref No.: GGD/Sec./2020/07/10

Date: 31 July, 2020

BSE Scrip Code: **505250**

To,
The Corporate Relationship Department
BSE Limited
1st Floor, P. J. Towers
Dalal Street, Fort,
Mumbai – 400 001

Subject: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020


Dear Sir/Madam

Pursuant to the SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith the 'Annual Secretarial Compliance Report' issued by Practicing Company Secretary for the period ended 31st March, 2020.

You are requested to take the same on your record.

Thanking You
Yours Sincerely,

For **G. G. Dandekar Machine Works Limited**


Sayalee Yengul
Company Secretary

Encl: A/a

CIN : L99999MH1938PLC002869

Regd. Office & Factory :

B-211/1, MIDC Butibori Industrial Area,

Kinhi Village, Tah. Hingna,

Dist. Nagpur - 441122, Maharashtra

Tel. : (07103) 295109

Website : www.ggdandekar.com

SECRETARIAL COMPLIANCE REPORT OF G. G. DANDEKAR MACHINE WORKS LIMITED
FOR THE YEAR ENDED ON 31ST MARCH 2020

We have examined:

- (a) all the documents and records made available to us and explanation provided by G. G. Dandekar Machine Works Limited (CIN: L99999MH1938PLC002869) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Listed entity during review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable to the Listed entity during review period;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable to the Listed entity during review period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable to the Listed entity during review period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) And (other regulations as applicable) and circulars/ guidelines issued thereunder; Further in terms of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, the listed entity is in process to modified the terms of appointment of the auditors who have already been appointed to give effect to clause 6(A) and 6(B) of the circular.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below and subject to the observations stated as follows: -



Sr. no.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing company Secretary
1.	Regulation 6 (1) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the listed entity shall appoint a qualified company secretary as the compliance officer.	There was no compliance officer in the company for the period March 10, 2020 to March 31, 2020 and till 15 th June 2020.	The Company Secretary of the company resigned w.e.f. the closing of business hours on 09.03.2020. The company could not appoint new Company Secretary as compliance officer for the period March 10, 2020 to March 31, 2020 and thereafter till 15 th June 2020.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: NIL.

Sr. No.	Action Taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary
Not Applicable				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 30 read with Part A of Schedule III regarding Outcome of Board Meeting.	We have been informed that there was a delay of ten minutes in submission of outcome of the Board Meeting to the Stock Exchange due to technical issues .	The Company has assured that reasonable care will be taken in avoiding such technical difficulties.	The Company has taken reasonable care in avoiding such technical difficulties during the period under review.

[Handwritten Signature]



*Note: Due to COVID-19 outbreak and Lockdown situation, this Certificate/Report has been issued relying on the certificate, information, details, data, documents and explanation provided by the Company and its officers, agents and authorized representatives and Registrar and Transfer Agent in electronic form, without physically verifying at their office.

For KANJ & CO, LLP
Company Secretaries

A handwritten signature in black ink, appearing to read "Mahesh A. Athavale".

MAHESH A. ATHAVALE
Designated Partner
FCS No. 2412
CP No. 1488
UDIN: F002412B000508368



Place: Pune
Date: 27 July 2020