

GGD/Sec./2019/05/05

30th May, 2019

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 period ended 31st March, 2019


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 Mr. Mahesh Athavale, Practicing Company Secretary, Kanj & Co. LLP, Pune for the period ended 31st March, 2019.

Kindly acknowledge and take the same on your record.

Thanking You
Yours Sincerely,

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


Ajay Shrivastava
Company Secretary



Encl: A/a

**SECRETARIAL COMPLIANCE REPORT OF G. G. DANDEKAR MACHINE
WORKS LIMITED**

FOR THE YEAR ENDED 31ST MARCH 2019.

I, CS Mahesh Athavale, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by G. G. Dandekar Machine Works Limited ("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 31st March 2019 ("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; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;

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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder.

Based on the above examination, I 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 one case where there was a delay of ten minutes in submission of outcome of the Board Meeting to the Stock Exchange. It was infirmed that this delay was due to technical error.
- 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 my examination of those records.
- c) No actions had been 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.
- d) The listed entity has taken the following actions to comply with the observations made in previous reports: This being the first report, this clause is not applicable and hence nothing to comment on.



MAHESH ATHAVALE
DESIGNATED PARTNER
KANJ & CO. LLP
COMPANY SECRETARIES
FCS No.: 2412
C P No.: 1488

DATE: 30/05/2019
PLACE: Pune