

Ref. No.: GGD/Sec./2023/05/09

Date: May 30, 2023

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

Ref.: Scrip Code: 505250

Subject: Annual Secretarial Compliance Report pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

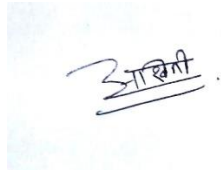
Dear Sir/Madam,

Pursuant to the Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a report issued by KANJ & Co. LLP, Practicing Company Secretary for the financial year ended March 31, 2023.

You are requested to take the same on your record.

Thanking you,

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



Ashwini Paranjape
Company Secretary & Compliance Officer

Encl: A/a

CIN : L70100MH1938PLC002869

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

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF G. G. DANDEKAR MACHINE WORKS LIMITED FOR THE YEAR ENDED
31ST MARCH, 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **G.G. Dandekar Machine Works Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 211 / A, MIDC, Buti Bori Industrial Area Village Kinhi, Tal. Hingana, Dist. Nagpur 441122. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

- (a) all the documents and records made available to us 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 report,

for the year ended 31st March, 2023 ("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 review period which attracts provisions of these regulations, hence not applicable;

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; There are no events occurred during the review period which attracts provisions of these regulations, hence not applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; There are no events occurred during the review period which attracts provisions of these regulations, hence not applicable;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

I.

- (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: *I have relied on the reports of the Auditors in respect of compliance with the accounting standards and other recognized accounting practices and policies wherever available and generally take overview of the compliance in respect of accounting principles and standards as per Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Appointment of a qualified company secretary as the compliance officer	Regulation 6(1) of SEBI (LODR) Regulations, 2015	Delay of 122 days in appointment of Compliance Officer pursuant	No	NA	Default in appointment of compliance officer.	NIL	Default in appointment of compliance officer pursuant to the specified	The Compliance officer (Company Secretary) was appointed with	The default was made good by the Company.

			to the specified regulations					regulations.	122 days delay. The management had taken efforts to recruit the qualified company secretary. The management will avoid such instance in future.	However, during the period of 122 days the Company in non-compliance pursuant to Regulation of 6(1) of SEBI (LODR) Regulations, 2015.
2.	Disclosure with respect to filing of statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Delay of 20 days in filing disclosure pursuant to the specified regulations	No	NA	Delay in filing statement of investor complaints with BSE Limited within twenty-one days from the end of quarter ended 30 th September 2022.	NIL	Delay in filing statement of investor complaints with BSE Limited for the quarter ended 30 th September 2022.	Considering the vacant position of the Compliance officer, the Company was not able to file the statement within the prescribed time. The management will avoid such	The Company has submitted with statement with the BSE Limited with delay of 20 days.

	quarter and those remaining unresolved at the end of the quarter.								instance in future.	
3.	Orderly Succession plans for appointment to the board of directors and senior management	Regulation 17(4) c of SEBI (LODR) Regulations, 2015	The succession plan for appointment to the Board and senior management was not in place.	No	NA	The succession plan for appointment to the Board and senior management was not in place.	NIL	The succession plan for appointment to the Board and senior management was not in place.	The Company is in the process of preparation and adoption of the said Success plan.	The succession plan for appointment to the Board and senior management was not in place.
4.	Change in name of the listed entity	Regulation 45 of SEBI (LODR) Regulations, 2015	Pursuant to the specified regulations, if the company has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of	No	NA	The Company has changed its main objects however, it has not changed its name within a period of six months from the change of activities.	NIL	The Company has changed its main objects however, it has not changed its name within a period of six months from the change of activities.	The Company has initiated the process however due to MCA -V3 issues the same is still under process.	The Company has changed its main objects however, it has not changed its name within a period of six months from the change of activities

			six months from the change of activities.							
5.	Disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the board meeting	Regulation 30(6) of SEBI (LODR) Regulations, 2015	Delay of 10 minutes in submitting outcome of the Board Meeting held for approval of financial results for the Quarter and year ended as on 31 st March, 2022 pursuant to the specified regulations	No	NA	Non-compliance of SEBI (LODR) Regulations, 2015 regarding delay in submission of outcome of Board Meeting held for approval of financial results for the Quarter and year ended as on 31 st March, 2022 within 30 minutes from the conclusion of Board Meeting	NIL	The outcome of Board Meeting held for approval of financial results for the Quarter and year ended as on 31 st March, 2022 was submitted to BSE Limited with delay of ten minutes as per the stipulated time as mentioned in Regulation 30(6) of SEBI (LODR) Regulations, 2015	Considering the vacant position of the Compliance officer, the Company was not able to file the statement within the prescribed time. The management will avoid such instance in future.	Delayed disclosures made to the stock exchange
6.	Information to be disseminated	Regulation 46(2) of SEBI (LODR)	Details not disclosed	No	NA	Following details are not	NIL	Details not disclosed	The Company is under	Delayed disclosures made

	ted by listed entity on its Website	Regulations, 2015	on website.			disseminated on website - Disclosures under sub-regulation (8) of regulation 30 of these regulations		on website.	the process for updating the details on website of the Company.	to the stock exchange
--	-------------------------------------	-------------------	-------------	--	--	--	--	-------------	---	-----------------------

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Pertaining to FY 2018-19										
1	Disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within	Regulation 30(6) of SEBI (LODR) Regulations, 2015	Delay of 10 minutes in submitting outcome of the Board Meeting for the financial results	No	NA	Non-compliance of SEBI (LODR) Regulations, 2015 regarding delay in submission of outcome of Board	NIL	The outcome of Board Meeting for the financial results for the Quarter and year ended as on 31 st March,	The management will avoid such instance in future.	The outcome of Board Meeting for the financial results for the Quarter and year ended as on 31 st March,

thirty minutes of the conclusion of the board meeting		for the Quarter and year ended as on 31 st March, 2018 to Stock Exchange		Meeting for the financial results for the Quarter and year ended as on 31 st March, 2018		2018 was submitted to BSE Limited with delay of ten minutes as per the stipulated time as mentioned in Regulation 30(6) of SEBI (LODR) Regulations, 2015		2018 was submitted to BSE Limited with delay of ten minutes as per the stipulated time as mentioned in Regulation 30(6) of SEBI (LODR) Regulations, 2015.
---	--	---	--	---	--	--	--	---

*The Company had paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty-five crore, as on the last day for the financial years 2019-2020, 2020-21 and 2021-22. Pursuant to Regulation 15(2) of SEBI (LODR) Regulations, 2015, provisions of Regulations 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with regards to Secretarial Compliance Report was not applicable for the aforesaid financial years.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **NONE**

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such	NA	No appointment or re-appointment during the review period.

	<p>resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2.	Other conditions relating to resignation of statutory auditor		
	<p>I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	There is no event of resignation of Auditor during the period under review therefore, there is no requirement of such reporting.

	<p>II. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No resignation during the review period.

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	--
2.	<p><u>Adoption and timely updation of Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	--

3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	No	Following details are not disseminated on website: Disclosures under sub-regulation (8) of regulation 30 of these regulations
4.	<p><u>Disqualification of Directors:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	--
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Company did not have subsidiary company during the year under review.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of c prescribed under SEBI LODR Regulations, 2015.</p>	Yes	--
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every</p>	Yes	--

	financial year/during the financial year as prescribed in SEBI Regulations.		
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	--
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No.	Non-compliance of SEBI (LODR) Regulations, 2015 regarding delay in submission of outcome of Board Meeting for the financial results for the Quarter and year ended as on 31 st March, 2022
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued</p>	Yes	--

	thereunder except as provided under separate paragraph herein		
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For KANJ & CO, LLP
Company Secretaries

Sd/-
Mahesh A. Athavale
Designated Partner
FCS No. 2412
CP No. 1488
UDIN: F002412E000418949
Peer Review Certificate No.: 1331/2021

Place: Pune
Date: 30-05-2023