ANNUAL SECRETARIAL COMPLIANCE REPORT OF G. G. DANDEKAR PROPERTIES LIMITED (FORMERLY KNOWN AS G. G. DANDEKAR MACHINE WORKS LIMITED) FOR THE YEAR ENDED 31ST MARCH 2025

We M/s. KANJ & CO. LLP, Practicing Company Secretaries have examined:

(a) all the documents and records made available to us, and explanation provided by **G.G Dandekar Properties Limited** ("the listed entity / Company"). Formerly the name was '**G. G. Dandekar Machine Works Limited**'.
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) other relevant document/ filing, which has been relied upon to make this report,

for the financial year ended 31st March 2025 ("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; *There are no events that occurred during the review period which attract provisions of these regulations, hence not applicable.*

(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 that occurred during the review period which attract 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 that occurred during the review period which attract 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 that occurred during the review period which attract 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:

(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: We 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 (PCS)	Management Response	Remarks by PCS in response to Management response
1.	A company shall submit a statement detailing the redressal of investor grievances through Integrated Filing (Governance) under Regulation 13(3) and Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015, within forty-five days from the end of the quarter.	Regulation 13(3) and Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015 read with SEBI (LODR) (Third Amendment) Regulations, 2024 dated 12th December 2024, SEBI Circular dated 31st December, 2024, BSE	The Company was required to submit the Integrated Filing (Governance) report for Quarter ended 31st December 2024, on or before 14th February 2025. However, the Company submitted the same on 19th February 2025 with a delay of 5 days.	BSE Limited	Query received through an E-mail from BSE Limited on 19th February 2025	Delay of 5 days in submission of the Integrated Filling (Governance) report on BSE Listing Center for Quarter ended 31st December 2024.	NIL	The Company submitted the Integrated Filing (Governance) under Regulation 13(3) and Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015 for Quarter ended 31st December 2024 on 19th February 2025 with delay of 5 days after receiving e-mail from BSE Limited regarding non-submission of the Corporate Governance Report and/or Statement of Investor Complaints and/or Integrated Filing (Governance) for the Quarter ended 31st December 2024 within prescribed timeline.	Inadvertent delay in submission of new Integrated filing (Governance). A separate xml file of statement of investor grievances (which was applicable till quarter ended 31 December 2024 before amendment)	----

		Circular dated 02nd January, 2025 and 13th January, 2025							was submitted within prescribed time. For Quarter ended 31 December 2024 old and new both files were required to be submitted.	
2.	The listed entity shall lay down procedures to inform members of board of directors about risk assessment and minimization procedures and the board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity.	Regulation 17(9)(a) and (b) of SEBI (LODR) Regulations, 2015	The Company had not adopted the risk assessment and minimization procedures till 9th August 2024. Further, we are unable to locate any intimation of risk assessment and minimization procedures thereof by the Senior Leader(s)	NA	NA	During the review period, the Company did not adopt risk assessment and minimization procedures till 9th August 2024. Further after adoption of the said risk management framework, the Senior Leader(s) have not provided any intimation of risk	NIL	The Board of Directors of the Company has adopted the risk assessment and minimization procedures in their meeting held on 9th August 2024. However, till 9th August 2024, the Company did not comply with the required provisions of the regulation. Further after adoption of the said risk management framework, the Senior Leader(s) have not provided	In the meeting of Board of Directors held on 9 November 2023, the Board approved Risk management framework. In every meeting where	----

			to the Board pursuant to the Company's Risk Management Policy. Neither any noting of outcomes of risk assessment and minimizations process thereof have been found in any Board/ Committee meeting held during the period under review.			assessment and minimization action thereof to the Board pursuant to the Company's Risk Management Policy. Neither any noting of outcomes of risk assessment and minimizations process thereof have been found in any Board/ Committee meeting held during the review period.		any intimation of risk assessment and minimization action thereof to the Board pursuant to the Company's Risk Management Policy. Neither any noting of outcomes of risk assessment and minimizations process thereof have been found in any Board/ Committee meeting held during the review period.	financial results are approved, during the discussions, the Board is informed of risk assessment and minimization . The Risk Management policy was approved on 9 August 2024 which lays down procedure and provides that Risk identification will be done annually, Review of selected risk and status of risk mitigation	

									plan will be reviewed half yearly. The Company has taken sufficient steps in this regard.	
3.	Stakeholder Relationship Committee shall perform the role as specified in Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 20(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Stakeholder Relationship Committee did not review the measures taken for effective exercise of voting rights by shareholders, in its Meeting held on 12th February 2025.	NA	NA	Non-Compliance of Regulation 20(4) of the SEBI (LODR) Regulations, 2015 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015 to the extent as mentioned in the Column observation/remark of PCS .	NA	The Stakeholder Relationship Committee through its meeting held on 12th February 2025 considered the agendas as specified in the regulation 20(4) of the SEBI (LODR) Regulations, 2015. However, the Committee did not consider the agenda relating to review of the measures taken for effective exercise of voting rights by shareholders.	The Company is in process of deciding measures to be taken for effective exercise of voting rights by the shareholders. When decision will be taken, and measures will be taken, the noting will be included in the minutes	-

									of the meeting of the committee.	
4.	The Company shall provide adequate safeguards against victimization of director(s) or employee(s) or any other person who avails the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.	Regulation 22(2) of the SEBI (Listing Obligations and Disclosure Requirement s) Regulations, 2015	The Vigil Mechanism Policy of the Company has not provided the direct access to the chairman of the Audit Committee in appropriate or exceptional cases. Further, the contact details of the Audit Committee's Chairperson were not uploaded on the Company's official website for this purpose pursuant to its Policy.	No	NA	Non-Compliance of Regulation 22 (2) of the SEBI (LODR) Regulations, 2015 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and Company's Vigil Mechanism/ Whistle Blower policy dated November 11, 2023 to the extent as mentioned in the Column observation/remark of PCS .	NA	The Vigil Mechanism Policy of the Company dated 11th November 2023 has not provided the direct access to the chairman of the Audit Committee in appropriate or exceptional cases. Further, the contact details of the Audit Committee's Chairperson were not uploaded on the Company's official website for this purpose pursuant to its Policy.	The Policy is proposed to be amended which will ensure the same in the upcoming meeting of the Board of Directors.	-
5.	Submission of the Quarterly Compliance Report on Corporate	Regulation 27(2) of SEBI (LODR)	The Company submitted the Quarterly	NA	NA	Discrepancies observed in Quarterly Compliance Report on	NA	The Company submitted the Quarterly Compliance Report on Corporate Governance on	Inadvertently the composition	-

	Governance in the format as specified by the Board from time to time to the recognized stock exchange(s) within 21 days from the end of the quarter	Regulations, 2015	Compliance Report on Corporate Governance with revised details to the Bombay Stock Exchange for the Quarter ended 30th June 2024 on 31st July 2024 and 28th October 2024. However, we observed certain discrepancies			Corporate Governance with revised details to the Bombay Stock Exchange for Quarter ended on 30th June 2024		16th July 2024 and revised report on 31st July 2024 and 28th October 2024 with the Bombay Stock Exchange for Quarter ended on 30th June 2024. However, In the revised corporate governance report submitted, we observed following discrepancies: 1. the total Number of members in the Audit Committee was reported as 4 instead of 3, in the details of Meeting of Committees. 2. It is mentioned as Mr. Purab Gujar is holding membership of the Audit/ Stakeholder Committee(s) in One Listed Company. However, he was not holding any membership of the Audit/ Stakeholder Committee in other listed companies for the quarter ended on 30th June 2024.	of the committees was reported wrongly in the quarterly corporate governance report. The management will be more mindful in future while reporting details in the quarterly governance report.	

6.	Submission of the Quarterly Compliance Report on Corporate Governance shall be made within 21 days from the end of the quarter	Regulation 27(2) of SEBI (LODR) Regulations, 2015	The Company submitted the Quarterly Compliance Report on Corporate Governance with the Bombay Stock Exchange for Quarter ended on 30th September 2024 on 18th October 2024. However, Discrepancies raised by Stock Exchange in the Report	BSE Limited	Discrepancies raised by Stock Exchange in the Report on Corporate Governance for quarter ended on 30 September 2024	Discrepancies raised by Stock Exchange in the Report of Corporate Governance for quarter ended on 30 September 2024	NA	The Company filed a revised Quarterly Compliance Report on Corporate Governance on 28th October 2024 with delay of 7 days after receiving below mentioned discrepancies from BSE Limited dated 26th October 2024 based on the report of Corporate Governance filed on 18th October 2024 for the quarter ended 30th September 2024: 1. for the quarter ended on 30th September 2024, the Company did not have 2/3rd members as Independent Directors in the Audit Committee as per Regulation 18(1)(b) of SEBI LODR Regulations, 2015. 2. for the quarter ended on 30th September 2024, the Company did not have 2/3rd members as Independent Directors in the Nomination and Remuneration	Inadvertently the composition of the committees was reported wrongly in the quarterly corporate governance report. The management will be more mindful in future while reporting details in the quarterly governance report.	-

								Committee as per Regulation 19 (1)(c) of SEBI LODR Regulations, 2015.		
7.	Prior intimation to the stock exchange of the meetings of the Board in which the financial results will be considered at least two working days in advance (excluding the date of intimation and the date of the meeting)	Regulation 29(1) (a) of SEBI (LODR) Regulations, 2015	Prior Intimation has been given on 8th August 2024 for the Board Meeting to be conducted on 9th August 2024	NA	NA	Non – compliance of SEBI (LODR) Regulations, 2015 as delay of 2 working days in giving prior intimation to the stock exchange in respect of Board Meeting in which financials to be considered	NA	Delay of 2 working days in giving prior intimation to the stock exchange for the Board Meeting to be held on 9th August 2024 for considering financial results for quarter ended on 30th June 2024	The intimation was filed on 5th August 2024 for the meeting which was scheduled on 13th August 2024- which was prior intimation of 5 working days. After filing intimation on 5th August 2024, the meeting was re-scheduled on 9th August 2024. Revised intimation	--

									was filed on 8th August 2024.	
8.	Prior intimation to the stock exchange of the meetings of the Board in which the financial results will be considered at least two working days in advance (excluding the date of intimation and the date of the meeting).	Regulation 29(1) (a) of SEBI (LODR) Regulations, 2015 and as per SEBI Circular No. SEBI/HO/CFD /PoD2/CIR/P /2023/120 dated 11th July 2023	Prior Intimation has been given on 11th November 2024 for the Board Meeting to be conducted on 12th November 2024 in which the financial results will be considered	BSE Limited	Fine Imposed	Non – compliance of SEBI (LODR) Regulations, 2015 regarding delay of 2 working days in giving prior intimation to the stock exchange in respect of Board Meeting in which financials will be considered.	Rs. 11,800	Delay of 2 working days giving prior intimation to the stock exchange for the Board Meeting to be held on 12th November 2024 to consider financial results for quarter ended on 30th September 2024 in which the financial results will be considered	This was Inadvertent delay.	---
9.	Prior intimation to the stock exchange of the meetings of the Board in which the financial results will be considered at least 2 working days in advance (excluding the date of intimation and the date of the meeting).	Regulation 29(1) (a) of SEBI (LODR) Regulations, 2015 and as per SEBI Master Circular No. SEBI/HO/CFD /PoD2/CIR/P /0155 dated 11th	Prior Intimation has been given on 10th February 2025 for the Board Meeting to be conducted on 12th February 2025 in which the financial results will be considered	BSE Limited	Fine Imposed	Non – compliance of SEBI (LODR) Regulations, 2015 regarding delay of 1 working day in prior intimation to the stock exchange in respect of Board Meeting in which financials will be considered.	Rs. 11,800	Delay of 1 working day in giving prior intimation to the stock exchange for the Board Meeting to be held on 12th February 2025 to consider financial results for quarter ended on 31st December 2024	This was Inadvertent delay.	-

		November, 2024								
10.	Disclosure with respect to events specified in Para A of Part A of Schedule III with the stock exchange(s) such as details relating to appointment of auditor within twelve hours of the occurrence of the event or information	Regulation 30(6) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD /CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023	Intimation relating to appointment of Statutory auditor Secretarial Auditor and internal auditor was submitted with the BSE limited on 30th May 2024 at 04: 57 however the profile of Internal and secretarial auditor was submitted on 31st May 2024 at 05:26:58 PM whereas the appointments were made in the Board Meeting held on 30th May 2024, which concluded at 03.00 PM as per Minutes of the	NA	NA	Delay of 14 hours and 26 minutes in disclosing profile of appointment of secretarial and internal auditor as per SEBI Circular dated 13th July, 2023 to stock exchange.	NIL	The profile relating to the appointment of Secretarial and Internal Auditor were submitted to the BSE Limited on 31st May 2024 with a delay of 14 hours and 26 minutes.	Appointment was intimated at 4.57 pm on 30th May 2024. However, profile was not provided inadvertently .	----

			Board Meeting. There was a delay of 14 hours and 26 minutes in the reporting profile.							
11.	Disclosure to stock exchange about the outcome of the Board Meeting within twelve hours of the occurrence of the event or information for re-appointment of director who is liable to retire by rotation.	Regulation 30(6) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023	Submission of the outcome of Board Meeting to BSE Listing Center relating to re-appointment of Director retiring by rotation, mentioned incorrect name of the Director.	NA	NA	Non-compliance of SEBI (LODR) Regulations, 2015 regarding submission of Disclosure relating to re-appointment of director who is liable to retire by rotation of the Board Meeting	NIL	The Company intimated an Outcome of the Board Meeting held on 31st May 2024 which included decisions regarding approval of financial results and re-appointment of Director who was retiring by rotation. The said intimation of the outcome contained an incorrect name of the Director who had been re-appointed in such meeting. Considering the same, the Company has submitted revised intimation of outcome with the correct name of the Director on 31st May 2024 at 03.12 PM. The correct details for the reappointment of director was disclosed beyond prescribed timeline.	30 Minutes time is prescribed for submission of financial results which were correct and submitted within prescribed time. The revised outcome was filed to the extent of giving correct information regarding Director liable to retire by	-

									rotation. For information related to director liable to retire by rotation, 12 hours is the prescribed time. Due to typo error, correct information about director liable to retire by rotation was submitted beyond prescribed time of 12 hours.	

12.	Disclosure to stock exchange about the outcome of the Board Meeting within 30 minutes of conclusion of the meeting	Regulation 30(6) of SEBI (LODR) Regulations, 2015	The Company has approved the audited standalone and consolidated financial results for the quarter and year ended on 31st March, 2024 in the Board Meeting held on 30th May, 2024. Copy of the said financials were submitted to the BSE Limited on May 30, 2023 at 03:09 PM and as per the Board meeting minutes, the meeting was concluded at 03:00 PM. Further the Company received a query from BSE Listing Centre stating to	BSE Limited	Query received from BSE Listing Center	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 31st March 2024	NIL	The Company has approved the audited standalone and consolidated financial results for the quarter and year ended on 31st March 2024 in the Board Meeting held on 30th May 2024. Copy of the said financials were submitted to BSE Limited on May 30, 2023 at 03:09 PM and as per the Board meeting minutes, the meeting was concluded at 03:00 PM. Further the Company received a query from BSE Listing Centre stating to submit the Statement on Impact of Audit Qualification or Declaration of unmodified audit report (as applicable) in XBRL Mode immediately using separate utility of Impact of Audit Qualifications, available on the BSE Listing Centre. The same was submitted on 5th June 2024.	30 Minutes time is prescribed for submission of financial results which is correct and submitted within prescribed time. The revised outcome was filed to the extent of giving correct information regarding Director liable to retire by rotation. For information related to director liable to	-

			submit the Statement on Impact of Audit Qualification or Declaration of unmodified audit report (as applicable) in XBRL Mode immediately.						retire by rotation, 12 hours is the prescribed time. Due to typo error, correct information about director liable to retire by rotation was submitted beyond the prescribed time of 12 hours. The Declaration of unmodified audit report in pdf letter format was submitted within prescribed	

									time but inadvertently the xbrl/ xml file was submitted with delay.	
13.	Disclosure to the stock exchange in relation to the shareholding pattern within 21 days from the end of quarter.	Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company submitted the shareholding pattern for the quarter ending on 31st March 2024 on 11th April 2024, However Explanatory notes were not provided in the shareholding pattern.	NA	NA	Non-compliance of SEBI (LODR) Regulations, 2015 regarding delay in submission of the Shareholding Pattern for the quarter ended 31st March 2024.	Not levied	The Company submitted the shareholding pattern for the quarter ending on 31st March 2024 on 11th April 2024. However, a revised shareholding pattern was filed on 26th April 2024 as an explanatory note was not mentioned in the shareholding pattern submitted earlier.	Inadvertently shareholding pattern was submitted without a note which usually is given in the shareholding pattern. On realization of the non-inclusion of note on shareholding pattern, the Company submitted revised	-

									shareholding pattern with the note.	
14.	Submission of the Integrated Filling (Financial) for Regulation 33(3) and Regulation 30 within 45 days from the end of quarter and within 60 days from the end of the last quarter & financial year.	Regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company made submission of Integrated Filing (Financial) for quarter ended on 31st December 2024 on 03rd March 2025 with delay of 17 days	Bombay Stock Exchange	Advisory	delay of 17 days in submission of Integrated Filing (Financial) for quarter ended on 31st December 2024	NIL	The Company received an e-mail from the Bombay Stock Exchange regarding Non-Submission of the Integrated Filing (Financial) for quarter ended on 31st December 2024 within 45 days from the end of the quarter. The Company made submission of Integrated Filing (Financial) for the quarter ended on 31st December 2024 on 03rd March 2025 with a delay of 17 days.	Inadvertent delay in submission of Integrated Filing (Financial).	-
15.	The listed entity shall publish an advertisement in the newspaper, within forty-eight hours of conclusion of the meeting of board of directors at which the financial results were approved, containing a Quick Response code and the details	Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non submission of advertisement containing Quick Response code and the details of the webpage where complete financial results of the Company.	NA	NA	Non-Compliance of Regulation 47(1) of SEBI (LODR) Regulation, 2015 in respect of publishing advertisement not containing QR Code wherein the financial results can be accessible.	NA	The Company has published the unaudited standalone and consolidated financial results for the quarter ended 31st December 2024 on 13th February 2025 for the board meeting held on 12th February 2025 in the newspapers. However, the advertisement does not contain the Quick Response Code and the details of the	Inadvertent omission of QR code in the newspaper publication. The Company will make sure to publish QR code and	-

	of the webpage where complete financial results of the listed entity, is accessible to the investors							webpage where complete financial results of the Company.	address of the Webpage going forward.	
16.	The board of directors or head(s) of the organization of every person required to handle Unpublished Price Sensitive Information (UPSI) shall ensure that a Structured Digital Database (SDD) is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized	Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	as time stamping and audit trails have not been made in the SDD for the UPSI shared during the period under review specifically in relation to financial results, order(s) and action(s) by regulatory/ statutory authority.	NA	NA	Non-compliance of Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as adequate entries in the SDD for the UPSI shared during the Review Period specifically in relation to financial results, order(s) and action(s) by regulatory/ statutory authority. Further the SDD does not mention the details of UPSI shared with the Designated Persons/ Insiders. The SDD merely mentions 'UPSI as per code of conduct of the	NA	Based on the records and certificate shared with us, the Company has maintained the Structured Digital Database (SDD) as per aforesaid regulation in excel form. We are unable to locate time stamp and audit trail in the excel sheet for the UPSI shared during the period under review specifically in relation to financial results, order(s) and action(s) by regulatory/ statutory authority. Further, we are unable to locate the details of UPSI shared with Designated Persons/ Insiders. The SDD merely mentions 'UPSI as per code of conduct of the company' in the field Details of UPSI.	The Company maintains the details in excel format and will make necessary disclosure.	-

	by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.					company' in the field Details of UPSI.				

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

Sr. No.	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the secretarial compliance report for the year ended on March 31, 2024	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Board adopted the succession plan in the meeting of Board of Directors	The Board adopted the succession plan in the meeting of Board of Directors held on 8^{th} August 2023. However, till	Regulation 17(4) of SEBI (LODR) Regulations, 2015	The Company has not adopted an orderly succession plan for appointments to the board of	The Board adopted the succession in the meeting of the Board of Directors held on 8^{th} August 2023.	The noncompliance was made good by the Company during the

	held on 8th August 2023.	8th August 2023, the Company did not comply with required provisions of the regulation.		directors and senior management till 8th August 2023.		financial year 2023-24.
2.	The Company did not lay down risk assessment and minimization procedures.	The Company did not lay down risk assessment and minimization procedures. However, the risk management framework has been approved in board meeting held on 9th November 2023.	Regulation 17(9)(a) and (b) of SEBI (LODR) Regulations, 2015	No risk assessment and minimization procedures have been adopted.	The Board of Directors of the Company has adopted the risk assessment and minimization procedures in their meeting held on 9th August 2024.	The non-compliance was made good by the Company during Review Period.
3.	Non-compliance of SEBI (LODR) Regulations, 2015 as the Chairperson of the Audit Committee was not present at the Annual General Meeting held on 26th September 2023.	The Chairperson of the Audit Committee was not present in the Annual General Meeting held on September 26, 2023.	Regulation 18(d) of the SEBI (LODR) Regulations, 2015	The Chairperson of the Audit Committee was not present in the Annual General Meeting held on September 26, 2023. The BSE Listing Center issued an advisory letter ensuring compliance henceforth to the Company on April 16 2024. The Company replied to the advisory letter on April 17, 2024.	Generally, the chairperson of the Audit committee attends every Annual General Meeting. The event was an exceptional one on account of travel plans and different time zones, the management will ensure that such circumstances are avoided in future.	Non curable
4.	Delay in giving prior intimation to the stock exchange at least five days in advance (excluding	Delay in giving prior intimation to the stock exchange for the Board Meeting to be held on 30th May, 2023 to consider and	Regulation 29(1) (a) of SEBI (LODR) Regulations, 2015 and as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/	Delay of 1 day in giving prior intimation to the stock exchange for Board Meeting to be held on 30th May, 2023 to consider and approve audited standalone and	Strengthening the tracking / checklists. Setting reminders for the required actions.	Non curable

	the date of intimation and the date of the meeting) for Board Meeting.	approve audited standalone and consolidated financial results for the quarter and year ended 31st March, 2023 was submitted to BSE Limited on 25th May, 2023	P/2020/12 dated January 22, 2020	consolidated financial results for the quarter and year ended 31st March 2023 was submitted to BSE Limited on 25th May, 2023.		
5.	The outcome of Board Meeting for the financial results for the Quarter and year ended as on March 31, 2023 was submitted to BSE Limited with delay of 35 minutes as per the stipulated time as mentioned in prescribed regulation.	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 March 31, 2023	Regulation 30(6) of SEBI (LODR) Regulations, 2015	Delay of 35 minutes in submitting outcome of the Board Meeting for the financial results for the Quarter and year ended as on March 31, 2023 to Stock Exchange	There was an inadvertent delay in submission of the outcome due to need of revision in the notes forming part of the financial results which arose based on the discussions during the meeting. The management will be cautious and will avoid such incident.	Non curable
6.	The proceedings of Annual General Meeting held for the financial year 2022-23 was submitted to BSE Limited with delay	Disclosure with respect to events specified in sub-para 13 of Para A of Part A of Schedule III shall be made within twenty-four hours of the conclusion of the annual and	Regulation 30(6) of SEBI (LODR) Regulations, 2015	Non-compliance of SEBI (LODR) Regulations, 2015 as delay of 6 hours and 42 minutes in submission of proceedings of Annual General Meeting for the financial year ended 31st March	Efforts were taken for proper understanding of the required compliance.	Non curable

	of 6 hours and 42 minutes as per the stipulated time.	extraordinary general meetings. However the Company submitted the above information to the Stock Exchange with a delay of 6 hours and 42 minutes.		2023 held on 26th September, 2023		
7.	Delay in submission of information regarding loss of share certificates and issue of duplicate certificates to the stock exchange	Delay of 7 days and 40 days in submitting information regarding loss of share certificates and issue of duplicate certificates respectively to the stock exchange	Regulation 39(3) of SEBI (LODR) Regulations, 2015	Non-compliance of SEBI (LODR) Regulations, 2015 regarding delay in submission of information regarding loss of share certificates and issue of duplicate certificates which was received from Registrar and Share Transfer Agent on 13th April, 2023 and 31st May, 2023 respectively and intimated to stock exchange on 22nd April 2023 and 12th July 2023 respectively.	Strengthening the tracking / checklists.	Non curable
8.	The explanatory statement to the notice seeking shareholders' approval for change in name did not include a certificate from a Practicing-Chartered Accountant stating	The Company has not procured and attached the certificate from a Practicing Chartered Accountant stating compliance with conditions provided in sub-regulation 45 (1) to the postal ballot notice	Regulation 45 (3) of the SEBI (LODR) Regulations, 2015	Non-compliance in relation to procuring and attaching a certificate from Practicing Chartered Accountant to the postal ballot notice for seeking approval for change in name. Remark received from BSE Listing Center to the Company requiring to share proof of compliance related to placing of certificate	The Company ratified the non-compliance by placing certificate from Practicing Chartered Accountant before members in the postal ballot notice dated December 26, 2023.	The non-compliance was made good by the Company during the financial year 2023-24.

	compliance with conditions provided in sub-regulation 45 (1).	issued to shareholders on June 28, 2023		from practising Chartered Accountant before members at the time of taking approval for change in its name.		
9.	Non-compliance of SEBI (LODR) Regulations, 2015 in relation to publishing the Notice of the Annual General Meeting to be held on September 26, 2023 in English language national daily newspaper and in language of the region daily newspaper	Non-compliance of SEBI (LODR) Regulations, 2015 as the Company had not published the Notice of the Annual General Meeting to be held on 26th September 2023 in English language national daily newspaper and in language of the region daily newspaper	Regulation 47 of the SEBI (LODR) Regulations, 2015	Non-compliance of SEBI (LODR) Regulations, 2015 in relation to publishing the Notice of the Annual General Meeting to be held on 26th September 2023 in English language national daily newspaper and in language of the region daily newspaper	Strengthening the tracking / checklists. Setting reminders for the actions.	Non curable

(c) 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.	**Secretarial Standards:** The compliance of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	No	1. There is mismatch in the proceedings captured in the recording and minutes prepared for the Board Meeting held on 30th May 2024 and Audit Committee Meetings held on 25th July 2024 and 09th August 2024. 2. Pursuant to the recording of the meeting of audit committee held on 30th May 2024, 25th July 2024 and 09th August 2024, the invitees have voted on the proposed resolutions in the said meetings. 3. In the Minutes of Audit Committee Meeting held on 30th May 2024, the name of Mrs. Smita Raichurkar, Non-Executive Director, was mentioned in members present, who in fact had ceased to be member of the Audit Committee on 30th May 2024. 4. Reference to Section 160 of the Companies Act, 2013 was made in the Ordinary Resolution passed by the members of the Company to appoint Mr. Purab Gujar having DIN: 01186763 and Mrs. Vibha Surana having DIN: 08017202 as a Non-executive Non-Independent Director of the Company in the Annual General Meeting held on 28th August 2024. As per explanation given by the Compliance Officer, this reference to sec 160 was unintentional. 5. The Company dispatched the Notice of Postal Ballot on 09th October 2024 requesting members to cast their assent or dissent in the electronic form. The E-voting period commenced from 10th October 2024 and ended on 09th November 2024. The E-voting period for voting extended to thirty-one days from the date of dispatch of the notice. No voting took place on the 31st Day. Further the Company intimated the date of postal ballot as 11th November 2024 with stock exchange.

			6. The existing name of the Company is not mentioned in the Minutes of Stakeholders Relationship Committee Meeting held on 12th February 2025 whereas only the former name is mentioned. 7. In the Stakeholders Relationship Committee Meeting held on 12th February 2025, No. of Investors Complaints received during the period from 1st January 2024 to 31st December 2024 mentioned as Nil. However, 1 complaint has been received & disposed of during the quarter ended on 31st March 2024 and the same has been reported to BSE Limited.
2.	**<u>Adoption and timely updating of Policies:</u>** • All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes No	- 1. The Company has formulated Vigil Mechanism Policy dated November 11, 2023. However, the Policy does not provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases as specified in Regulation 22(2) of the SEBI LODR Regulations, 2015 2. The Company has formulated a Code of Practices and Procedures for fair disclosure of unpublished price sensitive information on November 09, 2023, and published the same on its official website at https://www.ggdandekar.com. However, considering the amendments in the SEBI (Prohibition of Insider Trading) Regulations, 2015, it is desirable to review and update the policy in-line with extant regulations.

3.	**Maintenance and disclosures on Website:** • The Listed entity maintains 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.	Yes No Yes	The contact details of the Audit Committee's Chairperson were not uploaded on the Company's official website for this purpose pursuant to Regulation 22(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4.	**Disqualification of Directors:** None of the Director(s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	NA
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies.	NA	The Company did not have a subsidiary company during the Review Period.

	(b) Disclosure requirement of material as well as other subsidiaries		
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of company prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or	YES	NA

	(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.	YES	
9.	**<u>Disclosure of events or information:</u>** 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.	No	The Company has defaulted in the following during the review period: A. Regulation 30(6) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as disclosure with respect to events specified in Para A of Part A of Schedule III with the stock exchange(s) for disclosing profile of Secretarial and Internal Auditor within twelve hours of the occurrence of the event or information made on 31 May 2024 at 05:26:58 PM, which is beyond twelve hours of the occurrence of the event or information; B. Regulation 30(6) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 stating as the disclosure to stock exchange about the outcome of the Board Meeting within 30 minutes of conclusion of the meeting, in which agenda relating to re-appointment of director who is liable to retire by rotation was considered, made on 31st May, 2024 at 05:26:58 PM, which is beyond twelve hours of the occurrence of the event or information; C. With respect to Regulation 30(6) of SEBI (LODR) Regulations, 2015, standalone and consolidated financial results for the quarter and year ended on 31st March 2024 in the Board Meeting held on 30 May 2024. The Company

			submitted financial results to the BSE Listing Centre on 30th May 2025 at 03:09:13 PM. However, the Company received a query from BSE Listing Centre stating to submit to the Statement on Impact of Audit Qualification or Declaration of unmodified audit report (as applicable) in XBRL Mode immediately using separate utility of Impact of Audit Qualifications, available on the BSE Listing Centre. The same was submitted on June 5, 2024.
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	Non-compliance of Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, Based on the records and certificate shared with us, the Company has maintained the Structured Digital Database (SDD) as per aforesaid regulation. However, we are unable to locate Time stamp and audit trail in the SDD for the UPSI shared during the period under review specifically in relation to financial results, order(s) and action(s) by regulatory/ statutory authorities. Further, we are unable to locate the time stamp and audit trail of UPSI shared with Designated Persons/ Insiders. The SDD merely mentions 'UPSI as per code of conduct of the company' in the field Details of UPSI.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** The action taken against the listed entity by Stock Exchanges under SEBI circulars issued thereunder is specified in the last column. Further except as provided above, no other action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including	Yes	A. Pursuant to Regulation 29(1) (a) of SEBI (LODR) Regulations, 2015 and as per as per SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023, BSE Limited imposed fine of Rs. 11,800/- for delay in furnishing prior intimation of the meeting of the board of directors dated 12th November 2024 on 13th December 2024. The Company has paid the fine on 17th December 2024. B. Pursuant to Regulation 29(1) (a) of SEBI (LODR) Regulations, 2015 and as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, BSE Limited imposed fine of Rs. 11,800/- for delay in furnishing prior intimation of the meeting of the board of directors dated 12th February 2025 on 12th March 2025. The Company has paid the fine on 13th March 2025.

	under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.		C. The Company received an e-mail from SEBI stating that the complaint received from Mr. Sanjay Kirloskar against the company in respect of a Deed of Family Settlement that has allegedly not been disclosed by the company in violation of Regulation 30A read with Clause 5A of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It was advised to provide comments on the matter along with documentary evidence, if any, latest by EOD Monday, 1st July 2024. D. Considering the replies received from the Company, SEBI advised to Disclose the Deed of Family Settlement under Regulation 30A read with Clause 5A of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide e-mail dated 14th October 2024. E. The Company filed an appeal challenging communications dated 7th October 2024, October 9, 2024, and October 14, 2024, by the SEBI advising the appellants to make disclosure of Deed of Family Settlement (DFS) within 7 days from the date of receipt of the communications before Securities Appellate Tribunal. F. On 21st October 2024, the Securities Appellate Tribunal passed the order to file detailed representation with the SEBI within four weeks from that day. SEBI representative Shri Rustomjee submitted that the SEBI shall hear and dispose of the said representations within six weeks therefrom. G. On 18th November 2024, the Company filed representation against the communication dated 14th October 2024 issued by one Mr. Dipanjan Mitra, General Manager, Securities and Exchange Board of India ("SEBI") to having the subject line 'Advisory to disclose the Deed of Family Settlement (DFS) under Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. H. On 30th December 2024, SEBI passed decision as the Deed of Family Settlement (DFS) is subsisting in nature, indirectly creates a restriction on the listed entities managed/promoted by the parties to such DFS, warrants disclosures regardless of

			whether such listed entity is party to the agreement or not, under Regulation 30A read with Clause 5A of Para A of Part A of Schedule III of the LODR Regulations, 2015. The Company is advised to disclose the DFS in the terms of LODR Regulations, 2015. I. The Company challenged the Impugned Decision as well as the Impugned Communication before SAT vide Appeal No. 11 of 2025 – G. G. Dandekar Properties Limited v. SEBI. J. The Appeal was listed on January 17, 2025, for admission along with appeals filed by other Kirloskar companies against similar advisories issued to them by the SEBI Officer. SAT admitted the appeal. SEBI was granted 5 (five) weeks to file its reply to the GGD Appeal and thereafter, the Company has been granted 3 (three) weeks to file its rejoinder, if any. K. The Appeal has been listed for further consideration on 10th June, 2025.
12.	**<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		No such instance was observed

13.	**Additional non-compliances, if any:** No additional non-compliance was observed in respect of all SEBI regulation/circular/guidance note etc.	Yes	NA

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. Not Applicable

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 account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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

MAHESH ANANT ATHAVALE

Digitally signed by MAHESH ANANT ATHAVALE
Date: 2025.05.30 14:44:11 +05'30'

Mahesh A. Athavale
Designated Partner
FCS No. 2412
CP No. 1488
UDIN: F002412G000467217
Peer Review Certificate No.: 6309/2024

Place: Pune
Date: 30th May 2025