

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.	Compliance	Regulation/	Deviations	Actio	Туре	Details of violation	Fine	Observations /Remarks of	Managemen	Remarks
No.	Requirement	Circular No.		n	of		Amo	the Practicing Company	t Response	by PCS in
	(Regulations/			take	Action		unt	Secretary (PCS)		response
	circulars/ guidelines			n by						to
	including specific									Manage
	clause)									ment
										response
1.	A company shall	Regulation	The Company was	BSE	Query	Delay of 5 days in	NIL	The Company submitted the	Inadvertent	
	submit a statement	13(3) and	required to	Limit	receiv	submission of the		Integrated Filing	delay in	
	detailing the redressal	Regulation	submit the	ed	ed	Integrated Filling		(Governance) under	submission	
	of investor grievances	27(2)(a) of	Integrated Filing		throug	(Governance) report		Regulation 13(3) and	of new	
	through Integrated	SEBI (LODR)	(Governance)		h an E-	on BSE Listing Center		Regulation 27(2)(a) of SEBI	Integrated	
	Filing (Governance)	Regulations,	report for Quarter		mail	for Quarter ended 31st		(LODR) Regulations, 2015 for	filing	
	under Regulation	2015 read	ended 31 st		from	December 2024.		Quarter ended 31 st	(Governance	
	13(3) and Regulation	with SEBI	December 2024,		BSE			December 2024 on 19 th). A separate	
	27(2)(a) of SEBI	(LODR) (Third	on or before 14 th		Limite			February 2025 with delay of 5	xml file of	
	(LODR) Regulations,	Amendment)	February 2025.		d on			days after receiving e-mail	statement of	
	2015, within forty-five	Regulations,	However, the		19 th			from BSE Limited regarding	investor	
	days from the end of	2024 dated	Company		Februa			non-submission of the	grievances	
	the quarter.	12 th	submitted the		ry			Corporate Governance	(which was	
		December	same on 19 th		2025			Report and/or Statement of	applicable till	
		2024, SEBI	February 2025					Investor Complaints and/or	quarter	
		Circular	with a delay of 5					Integrated Filing	ended 31	
		dated 31 st	days.					(Governance) for the Quarter	December	
		December,						ended 31 st December 2024	2024 before	
		2024, BSE						within prescribed timeline.	amendment)	

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



	to the Board	assessment and	any intimation of risk	financial
	pursuant to the	minimization action	assessment and minimization	results are
	Company's Risk	thereof to the Board	action thereof to the Board	approved,
	Management	pursuant to the	pursuant to the Company's	during the
	Policy. Neither	Company's Risk	Risk Management Policy.	discussions,
	any noting of	Management Policy.	Neither any noting of	the Board is
	outcomes of risk	Neither any noting of	outcomes of risk assessment	informed of
	assessment and	outcomes of risk	and minimizations process	risk
	minimizations	assessment and	thereof have been found in	assessment
	process thereof	minimizations process	any Board/ Committee	and
	have been found	thereof have been	meeting held during the	minimization
	in any Board/	found in any Board/	review period.	. The Risk
	Committee	Committee meeting		Management
	meeting held	held during the review		policy was
	during the period	period.		approved on
	under review.			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
1			1	111115411011



									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	Regulation 20(4) of the SEBI (Listing Obligations and Disclosure Requirement s)	The Stakeholder Relationship Committee did not review the measures taken for effective exercise of voting rights by	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	NA	The Stakeholder Relationship Committee through its meeting held on 12 th February 2025 considered the agendas as specified in the regulation 20(4) of the SEBI (LODR) Regulations, 2015. However, the	be taken for	-
	Requirements) Regulations, 2015	Regulations, 2015.	shareholders, in its Meeting held on 12 th February 2025.			mentioned in the Column observation/remark of PCS .		Committee did not consider the agenda relating to review of the measures taken for effective exercise of voting rights by shareholders.	voting rights by the shareholders	

4.	The Company shall	Regulation	The Vigil	No	NA	Non-Compliance of	NA	The Vigil Mechanism Policy of	of the meeting of the committee. The Policy is	
4.	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.	•	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 .	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 Company dated 11 th 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.	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	Regulations,	Compliance		Corporate Governance	16 th July 2024 and revised	of the	
the format as		2015	Report on		with revised details to	report on 31st July 2024 and	committees	
specified by the Boa	ard		Corporate		the Bombay Stock	28 th October 2024 with the	was reported	
from time to time	to		Governance with		Exchange for Quarter	Bombay Stock Exchange for	wrongly in	
the recognized sto	ock		revised details to		ended on 30 th June	Quarter ended on 30 th June	the quarterly	
exchange(s) within	21		the Bombay Stock		2024	2024.	corporate	
days from the end	lof		Exchange for the				governance	
the quarter			Quarter ended			However, In the revised	report. The	
			30 th June 2024 on			corporate governance report	management	
			31st July 2024 and			submitted, we observed	will be more	
			28 th October			following discrepancies:	mindful in	
			2024. However,				future while	
			we observed			1. the total Number of	reporting	
			certain			members in the Audit	details in the	
			discrepancies			Committee was reported as 4	quarterly	
						instead of 3, in the details of	governance	
						Meeting of Committees.	report.	
						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 30 th June 2024.		

6.	Submission of the	Regulation	The Com	npany	BSE	Discre	Discrepancies	raised	NA	The Company filed a revised	Inadvertently	-
	Quarterly Compliance	27(2) of SEBI	submitted	the	Limit	pancie	by Stock Excha	ange in		Quarterly Compliance	the	
	Report on Corporate	(LODR)	Quarterly		ed	S	the Report	of		Report on Corporate	composition	
	Governance shall be	Regulations,	Compliance			raised	Corporate Gove	ernance		Governance on 28 th October	of the	
	made within 21 days	2015	Report	on		by	for quarter end	ded on		2024 with delay of 7 days	committees	ļ
	from the end of the		Corporate			Stock	30 September 2	2024		after receiving below	was reported	
	quarter		Governance	with		Exchan				mentioned discrepancies	wrongly in	
			the Bombay	Stock		ge in				from BSE Limited dated 26 th	the quarterly	
			Exchange	for		the				October 2024 based on the	corporate	ļ
			Quarter end	ed on		Report				report of Corporate	governance	ļ
			30 th Septe	ember		on				Governance filed on 18 th	report. The	
			2024 on	18 th		Corpor				October 2024 for the quarter	management	
			October	2024.		ate				ended 30 th September 2024:	will be more	ļ
			However,			Gover					mindful in	
			Discrepancie	es .		nance				1. for the quarter ended on	future while	
			raised by	Stock		for				30 th September 2024, the	reporting	ļ
			Exchange in	n the		quarte				Company did not have 2/3rd	details in the	
			Report			r				members as Independent	quarterly	
						ended				Directors in the Audit	governance	
						on 30				Committee as per Regulation	report.	
						Septe				18(1)(b) of SEBI LODR		
						mber				Regulations, 2015.		
						2024						
										2. for the quarter ended on		
										30 th September 2024, the		ļ
										Company did not have 2/3rd		
										members as Independent		
										Directors in the Nomination		
										and Remuneration		

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Establishment

Extra Control

Establishment

								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 8 th August 2024 for the Board Meeting to be conducted on 9 th 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 9 th August 2024 for considering financial results for quarter ended on 30 th 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 8 th 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 11 th July 2023	Prior Intimation has been given on 11 th November 2024 for the Board Meeting to be conducted on 12 th November 2024 in which the financial results will be considered	BSE Limit ed	Fine Impos ed	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. 11,8 00	Delay of 2 working days giving prior intimation to the stock exchange for the Board Meeting to be held on 12 th November 2024 to consider financial results for quarter ended on 30 th 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 11 th	Prior Intimation has been given on 10 th February 2025 for the Board Meeting to be conducted on 12 th February 2025 in which the financial results will be considered	BSE Limit ed	Fine Impos ed	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. 11,8 00	Delay of 1 working day in giving prior intimation to the stock exchange for the Board Meeting to be held on 12 th February 2025 to consider financial results for quarter ended on 31 st December 2024	This was Inadvertent delay.	-

		November,								
		2024								
10.	Disclosure with	Regulation	Intimation	NA	NA	Delay of 14 hours and	NIL	The profile relating to the	Appointment	
	respect to events	30(6) of SEBI	relating to			26 minutes in		appointment of Secretarial		
	specified in Para A of	(LODR)	appointment of			disclosing profile of		and Internal Auditor were	intimated at	
	Part A of Schedule III	Regulations,	Statutory auditor			appointment of		submitted to the BSE Limited		
	with the stock	2015 read	Secretarial			secretarial and internal		on 31 st May 2024 with a delay	•	
	exchange(s) such as	with SEBI	Auditor and			auditor as per SEBI		of 14 hours and 26 minutes.	2024.	
	details relating to	Circular No.	internal auditor			Circular dated 13 th July,			However,	
	appointment of	SEBI/HO/CFD	was submitted			2023 to stock			profile was	
	auditor within twelve	/CFD-PoD-	with the BSE			exchange.			not provided	
	hours of the	1/P/CIR/202	limited on 30 th						inadvertently	
	occurrence of the	3/123 dated	May 2024 at 04:							
	event or information	13 th July,	57 however the							
		2023	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 30 th May							
			2024, which							
			concluded at							
			03.00 PM as per							
			Minutes of the							

			Board Meeting.							
			There was a delay							
			of 14 hours and 26							
			minutes in the							
			reporting profile.							
11.		· ·	Submission of the	NA	NA	Non-compliance of	NIL	The Company intimated an	30 Minutes	-
	exchange about the	30(6) of SEBI	outcome of Board			SEBI (LODR)		Outcome of the Board	time is	
	outcome of the Board	(LODR)	Meeting to BSE			Regulations, 2015		Meeting held on 31 st May	prescribed	
	Meeting within	Regulations,	Listing Center			regarding submission		2024 which included	for	
	twelve hours of the	2015 read	relating to re-			of Disclosure relating		decisions regarding approval	submission	
	occurrence of the	with SEBI	appointment of			to re-appointment of		of financial results and re-	of financial	
1	event or information	Circular No.	Director retiring			director who is liable		appointment of Director who	results which	
	for re-appointment of	SEBI/HO/CFD	by rotation,			to retire by rotation of		was retiring by rotation. The	were correct	
	director who is liable	/CFD-PoD-	mentioned			the Board Meeting		said intimation of the	and	
	to retire by rotation.	1/P/CIR/202	incorrect name of					outcome contained an	submitted	
		3/123 dated	the Director.					incorrect name of the	within	
		13 th July,						Director who had been re-	prescribed	
		2023						appointed in such meeting.	time.	
								Considering the same, the	The revised	
								Company has submitted	outcome was	
								revised intimation of	filed to the	
								outcome with the correct	extent of	
								name of the Director on 31st	giving	
								May 2024 at 03.12 PM.	correct	
									information	
								The correct details for the	regarding	
								reappointment of director	Director	
								was disclosed beyond	liable to	
								prescribed timeline.	retire by	

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ESTABLE SECTION

Company Secretaries

					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.	

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Company Secretaries

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

submit the			retire by	
Statement on			rotation, 12	
Impact of Audit			hours is the	
Qualification or			prescribed	
Declaration of			time. Due to	
unmodified audit			typo error,	
report (as			correct	
applicable) in			information	
XBRL Mode			about	
immediately.			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 Requirement s) 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 levie d	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.	shareholding pattern was submitted without a	

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

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

3-4, 'Aishwarya Sankul', S. No. 17, Opp. Joshi Railway Museum, Kothrud Pune - 411 038.INDIA Tel.: +91 20 2546 6265 | 6265 6520 | 6529 6055 | www.kanjcs.com | GSTIN 27AATFK2284M1ZK Registered Under The Limited Liability Partnership Act, 2008 With Limited Liability | LLPIN: AAM-2628

by law where	company' in the field	
Permanent Account	Details of UPSI.	
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.		

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

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



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

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

	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		2023 held on 26 th September, 2023		
7.	Delay in submission of information regarding loss of share certificates and issue of duplicate certificates to the stock exchange	minutes. 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 13 th April, 2023 and 31 st May, 2023 respectively and intimated to stock exchange on 22 nd April 2023 and 12 th 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	issued to shareholders on		from practising Chartered		
	conditions provided	June 28, 2023		Accountant before members at		
	in sub-regulation 45			the time of taking approval for		
	(1).			change in its name.		
9.	Non-compliance of	Non-compliance of SEBI	Regulation 47 of the	Non-compliance of SEBI (LODR)	Strengthening the tracking /	Non curable
	SEBI (LODR)	(LODR) Regulations, 2015	SEBI (LODR) Regulations,	Regulations, 2015 in relation to	checklists. Setting reminders	
	Regulations, 2015	as the Company had not	2015	publishing the Notice of the	for the actions.	
	in relation to	published the Notice of		Annual General Meeting to be		
	publishing the	the Annual General		held on 26 th September 2023 in		
	Notice of the	Meeting to be held on		English language national daily		
	Annual General	26th September 2023 in		newspaper and in language of the		
	Meeting to be held	English language national		region daily newspaper		
	on September 26,	daily newspaper and in				
	2023 in English	language of the region				
	language national	daily newspaper				
	daily newspaper					
	and in language of					
	the region daily					
	newspaper					



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

Sr.	Particulars	Compliance	Observations/Remarks by PCS
No.		status	
		(Yes/No/NA)	
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	 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. 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. 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. 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. 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.



			 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. 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.	All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. All the religion are in conformits with SEBI Regulations.	Yes	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
	 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 	No	 Committee in appropriate or exceptional cases as specified in Regulation 22(2) of the SEBI LODR Regulations, 2015 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.

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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. 	Yes No	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
	 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	
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		
	well as other subsidiaries		
6.	Preservation of Documents:		
	The listed entity is preserving and maintaining		
	records as prescribed under SEBI Regulations	Yes	NA
	and disposal of records as per the Policy of company prescribed under SEBI LODR		
	Regulations, 2015.		
7.	Performance Evaluation:		
	The listed entity has conducted performance		NA
	evaluation of the Board, Independent Directors	Yes	IVA
	and the Committees at the start of every		
	financial year/during the financial year as		
	prescribed in SEBI Regulations.		
8.	Related Party Transactions:		
	(a) The listed entity has obtained prior		
	approval of the Audit Committee for all	YES	
	related party transactions; or		
			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.	Disclosure of events or information: 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.		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;
		No	 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 reappointment 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 30 th 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.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	Yes	NA
	note etc.		

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 A. Athavale Designated Partner FCS No. 2412

CP No. 1488

UDIN: F002412G000467217

Peer Review Certificate No.: 6309/2024

Place: Pune

Date: 30th May 2025