G. G. DANDEKAR PROPERTIES LIMITED
POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

I. INTRODUCTION

This Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions ("Policy") is framed in accordance with the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including statutory amendments, modifications or re-enactments thereof.

This Policy shall regulate all Related Party Transactions ("RPTs") of G. G. Dandekar Properties Limited ("Company") and is intended to ensure proper approval, disclosure and reporting of transactions between the Company and its Related Parties.

This revised Policy incorporates amendments introduced by SEBI including SEBI (LODR) (Third Amendment) Regulations, 2024 and subsequent applicable circulars / clarifications issued by SEBI from time to time.

This Policy shall come into force with effect from the date of approval by the Board of Directors.

II. DEFINITIONS

1. **Act:** Means the Companies Act, 2013 and Rules framed thereunder, including any statutory modification or re-enactment thereof.
2. **Audit Committee:** Means the Audit Committee constituted by the Board of Directors of the Company under applicable laws.
3. **Arm's Length Transaction:** Means a transaction between two Related Parties conducted as if they were unrelated, so that there is no conflict of interest.
4. **Board:** Means the Board of Directors of the Company.
5. **Material Related Party Transaction:** Means a transaction with a Related Party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, or such limits as prescribed under applicable law from time to time.

6. **Omnibus Approval:** Means approval granted by the Audit Committee for repetitive Related Party Transactions in accordance with applicable law.
7. **Related Party:** Shall have the meaning assigned under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.
8. **Related Party Transaction:** Shall mean any transaction as defined under Section 188 of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI Listing Regulations, including transfer of resources, services or obligations between the Company and a Related Party.
9. **Relative:** Shall have the meaning assigned under Section 2(77) of the Companies Act, 2013 and Rules framed thereunder.
10. **Subsidiary:** Shall have the meaning assigned under Section 2(87) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

III. IDENTIFICATION OF RELATED PARTY TRANSACTIONS

1. Every Director and Key Managerial Personnel shall disclose their interest in entities, firms, bodies corporate and other associations at the time of appointment and thereafter annually or whenever there is any change in disclosures.

2. The Company Secretary and Chief Financial Officer shall maintain an updated list of Related Parties and circulate the same to concerned functional heads and departments.

3. All departments shall ensure that any proposed transaction with a Related Party is reported in advance to the Company Secretary and Chief Financial Officer together with relevant supporting documents including quotations, agreements, valuation reports, benchmarking reports or other justification documents.

IV. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee.

The Audit Committee shall review all relevant information including:

a) name of the Related Party and nature of relationship;
b) nature, duration and particulars of the transaction;
c) material terms including value;
d) business purpose and benefits;

e) arm's length justification and ordinary course assessment;
f) valuation / benchmarking reports, wherever applicable;
g) any other information prescribed under SEBI circulars or applicable laws.

Only Independent Directors who are members of the Audit Committee shall approve Related Party Transactions.

The Audit Committee may grant Omnibus Approval for repetitive transactions subject to compliance with Regulation 23 of the SEBI Listing Regulations.

Omnibus approvals shall be valid for one financial year and shall require fresh approval after expiry.

The Audit Committee shall review Related Party Transactions entered into pursuant to omnibus approvals on a quarterly basis.

Ratification of Related Party Transactions:
The Audit Committee may ratify Related Party Transactions within three months from the date of transaction or in the immediately next meeting of the Audit Committee, whichever is earlier, subject to applicable limits and conditions prescribed under Regulation 23 of SEBI Listing Regulations.

V. APPROVAL OF BOARD OF DIRECTORS

1. The Board shall review Related Party Transactions requiring Board approval under the Companies Act, 2013 and SEBI Listing Regulations.

2. Interested Directors shall abstain from discussion and voting on resolutions relating to Related Party Transactions in which they are interested.

3. The Board may seek external professional opinion, valuation or benchmarking reports before approving any Related Party Transaction.

VI. SHAREHOLDERS' APPROVAL

1. All Material Related Party Transactions and subsequent material modifications shall require prior approval of shareholders through resolution in accordance with Regulation

23 of the SEBI Listing Regulations.

2. All Related Parties shall abstain from voting on such resolutions irrespective of whether the entity is a party to the particular transaction or not, unless exempted under applicable law.

3. Related Party Transactions not in ordinary course of business and/or not at arm's length basis exceeding thresholds prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 shall require shareholders' approval by way of ordinary/special resolution, as applicable.

VII. MATERIAL MODIFICATIONS

Any subsequent material modification to an approved Related Party Transaction shall require prior approval of the Audit Committee and shareholders, wherever applicable.

For the purpose of this Policy, "Material Modification" shall mean any variation exceeding 20% of the approved transaction value or any material change in terms, tenure, pricing, scope, obligations or commercial arrangement, unless otherwise approved by the Audit Committee.

VIII. RELATED PARTY TRANSACTIONS OF SUBSIDIARIES

The Audit Committee of the Company shall review Related Party Transactions of unlisted subsidiaries in accordance with Regulation 23 of the SEBI Listing Regulations.

Material Related Party Transactions of subsidiaries requiring approval under applicable law shall also be placed before the shareholders of the Company for approval.

IX. DISCLOSURES

1. The Company shall disclose Related Party Transactions to stock exchanges and in financial statements in accordance with applicable accounting standards, SEBI Listing Regulations and Companies Act, 2013.

2. The Company shall submit disclosures of Related Party Transactions in the format

specified by SEBI within prescribed timelines.

3. This Policy shall be uploaded on the website of the Company and a web-link thereto shall be disclosed in the Annual Report.

X. EXEMPTIONS

This Policy shall not apply to transactions exempted under the Companies Act, 2013 or SEBI Listing Regulations including but not limited to:

• transactions between the Company and its wholly owned subsidiaries whose accounts are consolidated and placed before shareholders;

• transactions entered into between two wholly owned subsidiaries of the listed holding company;

• payment of remuneration and sitting fees approved by the Board / Nomination & Remuneration Committee in accordance with applicable law;

• transactions specifically exempted under Regulation 23 of SEBI Listing Regulations.

XI. CONSEQUENCES OF NON-COMPLIANCE

In the event any Related Party Transaction is entered into without requisite approval, the matter shall be placed before the Audit Committee and Board for appropriate action including ratification, modification or termination of the transaction.

The Audit Committee may recommend disciplinary action or corrective measures in case of repeated non-compliance.

XII. AMENDMENT

The Board of Directors reserves the right to amend, modify or revise this Policy in whole or in part at any time in line with amendments in applicable laws, SEBI Listing Regulations or regulatory guidance.

Any amendment in the applicable laws shall automatically apply to this Policy to the extent of such amendment.

For and on behalf of the Board of Directors
G. G. Dandekar Properties Limited

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Authorized Signatory

29th May 2026