G. G. DANDEKAR PROPERTIES LIMITED

POLICY FOR DETERMINATION OF MATERIAL EVENTS OR INFORMATION

1. INTRODUCTION

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to make disclosures of any events or information which, in the opinion of the Board of Directors, are material.

Events specified in Para A of Part A of Schedule III are deemed to be material events and must be disclosed without application of materiality guidelines. Events specified in Para B of Part A of Schedule III are to be disclosed based on the application of the materiality guidelines specified in Regulation 30(4) of the Listing Regulations.

As per Regulation 30(4)(ii), a listed entity shall frame a Policy for Determination of Materiality, based on criteria specified in Regulation 30(4)(i), duly approved by its Board of Directors, which shall be disclosed on its website.

The Board of Directors ("Board") of G. G. Dandekar Properties Limited [formerly known as G. G. Dandekar Machine Works Limited] ("Company") has adopted this Policy pursuant to Regulation 30 of the Listing Regulations.

2. OBJECTIVES

The objectives of this Policy are:

- To ensure timely and adequate disclosure of material events or information under Regulation 30 of the Listing Regulations in a transparent manner.
- To assist Relevant Employees and Relevant Persons in identifying potential material events or information and reporting the same to the Authorised KMPs for determination of materiality and disclosure to the Stock Exchanges.
- To assist and guide Authorised KMPs in determining materiality of events or information and making necessary disclosures to Stock Exchanges, as per Regulation 30 of the Listing Regulations.
- To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- To align Company practices with the Industry Standards Note on Regulation 30 issued in February 2025, providing uniform and consistent approach to materiality determination.

For the purpose of this Policy:

"Relevant Employees" shall include:

i. Key Managerial Personnel (as defined under the Companies Act, 2013) of the Company, including the Compliance Officer who, pursuant to the LODR Third Amendment 2024, shall be an officer in whole-time employment not more than one level below the Board and shall be designated as KMP;

ii. Senior management personnel, i.e., the officers and personnel of the Company who are members of its core management team (excluding the Board of Directors), including all members of the management one level below the Chief Executive Officer / Managing

Director / Whole Time Director / Manager (including CEO and Manager, if not part of the Board of Directors), functional heads and persons designated as KMPs other than the Board; and

iii. Such other persons as may be determined as Relevant Employees by the Authorised KMPs or the Board of Directors.

"Relevant Persons" shall include:

iv. Promoters (as defined under the SEBI (ICDR) Regulations, 2018) of the Company; and
v. Directors of the Company.

3. CRITERIA FOR DETERMINATION OF MATERIALITY

3.1 Quantitative Thresholds (2-2-5 Rule)

The Company shall treat an event or information specified in Para B of Part A of Schedule III as material if the omission of such event or information, whose value or expected impact in terms of value, exceeds the lower of the following:

- 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;
- 2% (two percent) of net worth, as per the last audited consolidated financial statements of the Company, except where the arithmetic value of net worth is negative; or
- 5% (five percent) of the average of the absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company.

3.2 Qualitative Criteria

In addition to the quantitative thresholds, an event or information shall also be considered material if:

- The omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
- The omission of such event or information is likely to result in significant market reaction if such omission came to light at a later date.

3.3 Residual Discretion

Where none of the above criteria in Clauses 3.1 and 3.2 are strictly applicable, an event or information may still be treated as material if, in the opinion of the Board or the Authorised KMPs, the event or information is considered material. Such discretion should be exercised consistently and documented.

3.4 Fines and Penalties — Specific Thresholds (Per LODR Third Amendment 2024)

Pursuant to the LODR Third Amendment 2024 and Industry Standards Note on Regulation 30, disclosures of fines and penalties under Para A(20) of Part A of Schedule III shall be made based on the following specific thresholds:

Imposing Authority	Threshold Amount	Disclosure Requirement
Sectoral regulators and enforcement agencies	₹1 lakh or more	Within 24 hours – immediate disclosure to Stock Exchange
Any other judicial/statutory/regulatory authority	₹10 lakhs or more	Within 24 hours – immediate disclosure to Stock Exchange
Any authority	Below respective thresholds above	Quarterly disclosure in Integrated Corporate Governance Report

4. DISCLOSURE PROCEDURE AND TIMELINES

4.1 Category 1 — Deemed Material Events: Disclosure Without Application of Materiality Guidelines

Events / information specified in Annexure I (Para A of Part A of Schedule III) shall be disclosed to the Stock Exchanges without applying materiality guidelines, as per the following timelines:

Timeline	Trigger	Events
30 Minutes	From the closure of the Board Meeting in which the decision was taken	Events as listed in Annexure I (including dividends, buyback, financial results, fund-raising decisions, voluntary delisting, etc.)
12 Hours	From the occurrence of the event or information — for events emanating from WITHIN the Company	Events as listed in Annexure II (acquisitions, change in directors/KMP, fraud/defaults, new credit ratings, scheme of arrangement, etc.)
24 Hours	From the occurrence of the event or information — for events NOT emanating from within the Company	Events as listed in Annexure II (regulatory actions, court orders, etc., where source is external)
72 Hours	From the occurrence of the event — applicable specifically to non-tax litigation claims (introduced by LODR Third Amendment 2024)	Pendency, filing, or outcome of non-tax litigation or dispute that may impact the Company (under Annexure III)
24 Hours	After receipt of reasons from the auditor	Resignation of Auditor — detailed reasons as furnished by the auditor shall be disclosed
7 Days	From the date of resignation	Resignation of Independent Director — resignation letter with detailed reasons, list of other directorships, and confirmation of no other material reasons
7 Days	From the date resignation comes into effect	Resignation of KMP/Senior Management/Compliance Officer/Non-Independent Director — resignation letter with detailed reasons

4.2 Category 2 — Materiality-Based Events (Para B Events)

Events / information specified in Annexure III (Para B of Part A of Schedule III), after application of the materiality criteria set out in Section 3 of this Policy, shall be disclosed to the Stock Exchanges as soon as reasonably possible but not later than:

- 24 hours from the occurrence of the event or information (general rule); or
- 72 hours from the occurrence — specifically for non-tax litigation claims.

4.3 Category 3 — Other Material Information

Any other information / events, such as major developments likely to affect business (e.g., emergence of new technologies, expiry of patents, material change in accounting policy), and any information exclusively known to the Company that may be necessary to enable holders of securities to appraise its position or to avoid the establishment of a false market in its securities, shall be disclosed to the Stock Exchanges as soon as reasonably possible.

4.4 Continuing Events

The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved or closed, with relevant explanations.

4.5 Delay in Disclosure

If the Company is unable to inform the Stock Exchange within the stipulated timelines, it shall inform the Stock Exchange as soon as possible with an explanation for the delay. The following circumstances, as recognised by the Industry Standards Note on Regulation 30 (February 2025), may constitute a reasonable basis for delay:

- Force majeure events;
- Time taken for completion of prima facie assessment of materiality in cases of orders, fraud, claims, and regulatory actions; or
- Events involving other persons where the listed entity is not directly involved and needs to gather information.

4.6 Website and Archival

All events / information disclosed to Stock Exchanges shall be hosted on the Company's website for a minimum period of 5 (five) financial years, and thereafter as per the Archival Policy of the Company. Pursuant to the LODR Third Amendment 2024, the following shall be mandatorily maintained on the website:

- This Policy (Materiality Policy), as updated from time to time;
- Articles of Association of the Company;
- Employee benefit scheme documents;
- Detailed profiles / brief biographies of Board members; and
- All disclosures made to Stock Exchanges under Regulation 30.

4.7 Subsidiary Disclosures

The Company shall disclose all events or information with respect to its subsidiaries which are material, as follows:

- Listed Subsidiaries: Material events / information disclosed by listed subsidiary to the Stock Exchanges and to the Holding Company.
- Unlisted Subsidiaries: Any material event / information which qualifies the quantitative or qualitative criteria specified in Section 3 above, as disclosed by the subsidiary company to the Holding Company.

4.8 Social Media and Media Communications

Any announcement or communication made through social media intermediaries or mainstream media by directors, promoters, KMPs, or senior management of the Company in relation to any material event or information (as specified in Regulation 30 of the Listing Regulations) that is not already in the public domain, shall be simultaneously disclosed to the Stock Exchanges by the Company within 12 hours of such communication.

4.9 Fines and Penalties — Quarterly Disclosure

Fines and penalties below the thresholds specified in Section 3.4 shall be disclosed in the Integrated Corporate Governance Report on a quarterly basis, in such format as may be specified by the Stock Exchanges or SEBI from time to time.

5. DISCLOSURE OF THIS POLICY

This Policy shall be disclosed and maintained on the Company's website, as mandated under Regulation 30(4)(ii) of the Listing Regulations. It shall be accessible to all Relevant Employees and Relevant Persons of the Company at all times. Any amendment to this Policy shall be uploaded to the website promptly after Board approval.

6. IMPLEMENTATION AND AUTHORISED KMPs

The Board has authorised the following personnel, collectively referred to as "Authorised KMPs", to jointly determine the materiality of an event or information and disclose the same to the Stock Exchanges:

- Executive Director
- Chief Financial Officer
- Company Secretary and Compliance Officer

The contact details of the Authorised KMPs shall be disclosed to the Stock Exchange(s) and on the Company's website.

In the event that any Relevant Employee or Relevant Person becomes aware of a potential material event or information, they shall promptly report the same to any of the Authorised KMPs, who shall then assess materiality and decide on disclosure within the applicable timelines set out in Section 4 of this Policy.

7. AMENDMENT

The Board reserves its right to amend or modify this Policy in whole or in part, at any time, as it deems appropriate or in accordance with any amendment to the provisions of the Listing Regulations, 2015, or pursuant to any circular, clarification, or industry standards note issued by SEBI from time to time.
For and on behalf of the Board of Directors of

G. G. Dandekar Properties Limited

Sd/-
Pranav Deshpande
Executive Director | DIN: 06467549

Place: Pune

Date: 29 May 2026

Approved by Board of Directors on 29 May 2026 | Effective: 29 May 2026.

ANNEXURE I

Events / Information — Deemed Material | Disclosure within 30 MINUTES of Board Meeting Closure

(Para A of Part A of Schedule III of Regulation 30, Listing Regulations)

1. Dividends and/or cash bonuses recommended or declared, or the decision to pass any dividend and the date on which dividend shall be paid/dispatched.
2. Any cancellation of dividend with reasons thereof.
3. The decision on buyback of securities.
4. The decision with respect to fund raising proposed to be undertaken.
5. Increase in capital by issue of bonus shares through capitalisation, including the date on which such bonus shares shall be credited/dispatched.
6. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue, or the creation in any form or manner of new shares or securities or any other rights, privileges, or benefits to subscribe to.
7. Short particulars of any other alterations/restructuring of capital, including calls.
8. Financial results.
9. Decision on voluntary delisting by the Company from Stock Exchange(s).

ANNEXURE II

Events / Information — Deemed Material | Disclosure within 12 HOURS (events emanating from within the Company) or 24 HOURS (events NOT emanating from within the Company)

(Para A of Part A of Schedule III of Regulation 30, Listing Regulations)

10. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation / merger / demerger / restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in associate company, or any other restructuring.

Explanation:

- Acquisition means: (a) acquiring control, whether directly or indirectly; or (b) acquiring or agreeing to acquire shares or voting rights in a company such that the Company holds 5% or more, or there is a change of 2% or more from the last disclosure, or the cost exceeds the threshold under Regulation 30(4)(i)(c).
- Sale or disposal of subsidiary / stake in associate includes: (a) sale such that the company ceases to be a wholly owned subsidiary, subsidiary, or associate; or (b) sale where the amount exceeds the threshold under Regulation 30(4)(i)(c).
- Undertaking and substantially the whole of the undertaking shall have the meaning given under Section 180 of the Companies Act, 2013.
- The word 'control' shall have the meaning as defined in Clause 2(e) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

11. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities, or alteration in terms or structure of existing securities, including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.
12. New Rating(s) or Revision in Rating(s).
13. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) to the extent that it impacts management and control of the Company, agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in the normal course of business, revision(s) or amendment(s) and termination(s) thereof.
14. Agreements entered into by shareholders, promoters, promoter group entities, related parties, directors, KMPs, or employees (of the listed entity or its holding, subsidiary, or associate company), whether directly or indirectly, which impact or potentially impact the management or control of the listed entity or impose any restriction or create any liability upon it, including rescission, amendment, or alteration of such agreements. Agreements entered in the normal course of business are excluded unless they impact management/control or are required to be disclosed under other provisions.
15. Fraud or defaults by the listed entity, its promoter, director, KMP, senior management, or subsidiary, or arrest of KMP, senior management, promoter, or director, whether within India or abroad. 'Fraud' as defined under Regulation 2(1)(c) of SEBI (PFUTP) Regulations, 2003; 'Default' means non-payment of interest or principal amount in full on the due date.
16. Change in directors, KMPs (Managing Director, CEO, CFO, Company Secretary, etc.), Senior Management, Auditor, and Compliance Officer. Note specific timelines as per Section 4.1 above for resignations of Auditor, Independent Director, and other KMPs/Directors.
17. In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil requirements of the role in a regular manner for more than 45 days in any rolling period of 90 days, the same along with the reasons for such indisposition or unavailability shall be disclosed to the Stock Exchange.
18. Appointment or discontinuation of Share Transfer Agent.
19. Resolution plan / restructuring in relation to loans/borrowings from banks/financial institutions including the details specified in sub-paragraph 9 of Para A of Part A of Schedule III.
20. One-time settlement with a bank.
21. Winding-up petition filed by any party / creditors.
22. Issuance of notices, call letters, resolutions, and circulars sent to shareholders, debenture holders, or creditors or any class of them or advertised in the media by the Company.
23. Proceedings of Annual and Extraordinary General Meetings of the Company.
24. Amendments to Memorandum and Articles of Association of the Company, in brief.
25. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
26. Events in relation to the insolvency resolution process (CIRP) of the listed corporate debtor under the Insolvency Code, as specified in sub-paragraph 16 of Para A of Part A of Schedule III.
27. Initiation of Forensic Audit — disclosures as specified in sub-paragraph 17 of Para A of Part A of Schedule III.
28. Announcements or communications through social media intermediaries or mainstream media by directors, promoters, KMPs, or senior management in relation to any material event or information (Regulation 30) not already in the public domain.
29. Actions initiated or orders passed by any regulatory, statutory, enforcement authority, or judicial body against the listed entity or its directors, KMPs, senior management, promoter, or subsidiary, in relation to the Company. Disclosures for fines and penalties shall be subject to thresholds specified in Section 3.4 of this Policy.

30. Actions taken or orders passed by any regulatory, statutory, enforcement authority, or judicial body against the listed entity or its directors, KMPs, senior management, promoter, or subsidiary, in relation to the Company.
31. Voluntary revision of financial statements or the report of the Board of Directors under Section 131 of the Companies Act, 2013.

ANNEXURE III

Events / Information — Materiality-Based | Disclosure within 24 HOURS (general) or 72 HOURS (non-tax litigation)

(Para B of Part A of Schedule III of Regulation 30, Listing Regulations — subject to application of materiality criteria in Section 3 of this Policy)

32. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
33. Any of the following events pertaining to the Company: (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; (b) adoption of new line(s) of business; or (c) closure of operations of any unit, division, or subsidiary (in entirety or in piecemeal).
34. Capacity addition or product launch.
35. Awarding, bagging/receiving, amendment, or termination of awarded/bagged orders/contracts not in the normal course of business.
36. Agreements (viz. loan agreement(s) or any other agreement(s)) which are binding and not in the normal course of business, and revision(s) or amendment(s) or termination(s) thereof.
37. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire, etc.), force majeure, or events such as strikes, lockouts, etc.
38. Effect(s) arising out of change in the regulatory framework applicable to the Company.
39. Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company. Note: Pursuant to the LODR Third Amendment 2024, disclosures in respect of non-tax litigation or dispute claims shall be made within 72 hours (instead of 24 hours) from the occurrence of the event.
40. Fraud/defaults by employees of the Company which has or may have an impact on the Company.
41. Options to purchase securities including any ESOP/ESPS scheme.
42. Giving of guarantees or indemnity or becoming a surety by whatever name called for any third party.
43. Granting, withdrawal, surrender, cancellation, or suspension of key licenses or regulatory approvals.
44. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement, or judicial authority. Note: For fines and penalties below the thresholds in Section 3.4, disclosure shall be made on a quarterly basis in the Integrated Corporate Governance Report.

Note: *The above list is illustrative and not exhaustive. Authorised KMPs shall apply the materiality criteria in Section 3 of this Policy to determine whether disclosure of any event/information in this Annexure is required, consistent with the Industry Standards Note on Regulation 30 (February 2025).*