

# PRECISION ELECTRONICS LIMITED

CIN: L32104DL1979PLC009590

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## NOTICE OF THE 46<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46<sup>th</sup> Annual General Meeting ("AGM") of the members of Precision Electronics Limited ("the Company") will be held on Monday, September 22, 2025, at 03.00 p.m. (IST) through video conferencing ("VC") / Other Audio Visual Means ("OAVM"). The venue of the AGM shall be deemed to be the Registered Office of the Company. The following businesses will be transacted at the AGM:

### ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025, together with Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered, and adopted."*

2. TO RE-APPOINT MR. HARBIR SINGH BANGA (DIN: 05313332), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR REAPPOINTMENT.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with the Articles of Association, as recommended by the Board of Directors, Mr. Harbir Singh Banga (DIN: 05313332), who retires by rotation at this meeting and being eligible for re-appointment, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."*

### SPECIAL BUSINESS:

3. TO CONFIRM THE APPOINTMENT OF MR. DINESH KUMAR BATRA (DIN: 08773363) AS AN INDEPENDENT DIRECTOR OF THE COMPANY ACCORDING TO REGULATION 25(2A) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*"RESOLVED THAT in furtherance to the resolution passed at the 45th Annual General Meeting held on September 24, 2024, and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("the Board"), consent of the members of the Company be and is hereby accorded for confirmation of the appointment of Mr. Dinesh Kumar Batra (DIN: 08773363) as an Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years commencing from August 7, 2024, by way of special resolution."*

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such activities, things and deeds as may be required to give effect to the above resolution."

**4. TO RE-APPOINT MS. PREETI GROVER (DIN: 00128513) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to Regulations 16, 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Ms. Preeti Grover (DIN-00128513), who was appointed as an Independent Director (“ID”) of the Company and who holds office of ID till September 23, 2025 and being eligible and who has submitted a declaration that she meets with the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as an ID of the Company for the second term of 5 (five) consecutive years from September 24, 2025 to September 23, 2030, not liable to retire by rotation.*

*RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such activities, things and deeds as may be required to give effect to the above resolution.”*

**5. TO APPROVE AND AMEND THE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH VICTURA TECHNOLOGIES PRIVATE LIMITED (FORMERLY KNOWN AS VICTORA AUTO PRIVATE LIMITED)**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors (“the Board”), and in supersession of the earlier resolution passed by the members through Postal Ballot, results declared on June 30, 2024, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Victura Technologies Private Limited (formerly known as Victora Auto Private Limited) (“VTPL”) a related party of the Company, for transactions including but not limited to purchase or sale of goods or materials, rendering or receiving of services, job work arrangements, or any other arrangements or contracts as more particularly set out in the explanatory statement annexed to this notice, for an amount not exceeding in the aggregate Rs. 25,00,00,000/- (Rupees twenty-five crore only) per financial year, for a period of three financial years commencing from FY 2025–26 to FY 2027–28, provided that the said transactions are entered into/ carried out on arm’s length basis and in the ordinary course of business and on such terms and conditions as may be considered appropriate by the Board.*

*RESOLVED FURTHER THAT the Board of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things, and execute all such agreements, documents, instruments, and writings as deemed necessary in this regard from time to time to give effect to the above resolution.*

**6. TO APPOINT M/S. YOGESH SALUJA & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR:**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors (“the Board”), the Company*

hereby approves the appointment of M/s. Yogesh Saluja & Associates, Practicing Company Secretaries (Peer Review Certificate No. 3301/2023), be and are hereby appointed as the Secretarial Auditor of the Company, for the first term of 5 (five) consecutive years, for the financial years from 2025-2026 to 2029-2030 on such remuneration as may be decided by the Board in consultation with the Secretarial Auditor of the Company, to conduct the Secretarial Audit and to avail any other services, certificates or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such activities, things and deeds as may be required to give effect to the above resolution.”

**7. TO INCREASE THE BORROWING LIMITS OF THE COMPANY IN TERMS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of earlier resolutions passed in this behalf and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee) to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Company’s paid-up share capital, free reserves, that is reserves not set apart for any specific purpose, and securities premium account, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 250 crore (Rupees Two Hundred Fifty Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded to delegate the power to the Board to use/modify/amend/reduce/ enhance the existing or new borrowing facilities interchangeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or officers of the Company.”

**8. TO APPROVE THE SELLING, LEASING, OR DISPOSING OF ASSETS AND CREATING A CHARGE/ SECURITY OVER COMPANY ASSETS IN TERMS OF 180(1)(A) OF THE COMPANIES ACT 2013.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”), and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), for creation of charge/mortgage/pledge/hypothecation, in addition to ratification of existing charge/mortgage/pledge/hypothecation, on all or any of the moveable and/or immoveable properties, tangible and/or intangible assets of the

Company, both present and future and/or the whole or any part of one or more of the undertaking(s) of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, in favour of the bank(s), financial institution(s), lender(s), other investing agencies, trustee(s) or any person, for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company or any other financial facilities, including fund based or non-fund based, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s), trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s), agent(s), trustee(s), agency(ies) or any person, in respect of the said loans/borrowings/ debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s), trustee(s), agency(ies) or any person.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/ pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or persons authorised by the Board, be and are hereby authorised to finalise, settle and execute such documents/ deeds/writings/agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid or otherwise considered to be in the best interests of the Company."

**By Order of the Board  
For Precision Electronics Limited**

**Sd/-  
Punit A. Bajaj  
Company Secretary  
and Compliance Officer  
Membership No. F13366**

**Place: Noida  
Date: 06.08.2025**

#### **Notes**

1. The Explanatory Statement pursuant to the provisions of section 102 of The Companies Act, 2013 ("the Act"), in respect of the businesses under Item Nos. 3 to 8 of the Notice is annexed hereto. The Board of Directors ("the Board") has considered and decided to include Item Nos. 3 to 8 given above in the 46th Annual General Meeting ("AGM"), as they are unavoidable in nature. Further, the relevant details with respect to Item Nos. 2, 3 and 4 pursuant to regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("the ICSI"), in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
2. The Ministry of Corporate Affairs ("MCA") vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, and September 19, 2024 ("MCA Circulars for General Meetings") and The Securities and Exchange Board of India ("SEBI") vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024 ("SEBI Circulars for General Meetings") (MCA Circulars for General Meetings and SEBI Circulars for General Meeting are collectively referred to as "the MCA and SEBI Circulars"), permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue till September 30, 2025. In compliance with the provisions of the Act, the Listing Regulations, the MCA and SEBI

Circulars, the AGM of the Company is being held through VC / OAVM.

As the AGM is being held pursuant to MCA Circulars and SEBI Circulars through VC / OAVM, the facility to appoint a proxy will not be available for the AGM, and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint an authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.

Further, pursuant to sections 112 and 113 of the Act, representatives of the members, such as the President of India or the Governor of a State or body corporate, can attend the AGM through VC / OAVM and cast their vote through e-voting. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

3. Members holding shares in physical mode are requested to intimate Skyline Financial Services Pvt. Ltd, the Registrar and Transfer Agent of the Company ('the RTA') at D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020, changes, if any, in their names, registered address along with pin code number, e-mail address, telephone / mobile number, Permanent Account Number ('PAN'), mandates, nominations, power of attorneys, bank details such as name of the bank and branch details, bank account number, 9 digit MICR code, 11 digit IFSC, etc. and relevant evidences. Members holding shares in electronic mode shall update such details with their respective Depository Participants ("DPs").

As per the provisions of section 72 of the Act, the facility of making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to the DP in case the shares are held by them in demat mode and to the Company / RTA, in case the shares are held in physical mode.

Members holding shares in physical mode, in identical order of names, in more than 1 (one) folio(s) are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in 1 (one) folio. A letter of confirmation will be issued to such members after making requisite changes. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

4. In compliance with the MCA and SEBI Circulars, Notice of the AGM of the Company, inter-alia, indicating the process and manner of e-voting and the Annual Report 2024-2025 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / RTA / DP. The Notice can also be accessed from the websites of the Company, i.e., [www.pel-india.in](http://www.pel-india.in), as well as from the website of the Stock Exchange where the Company is listed, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of National Securities Depository Limited ('NSDL') (agency for providing the remote e-voting facility and e-voting during the AGM), i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall send a letter providing the web-link, including the exact path, where complete details of the Annual Report are available to those members who have not registered their email IDs. The Company shall send the hard copy of the Annual Report to those members who request the same.

The Register of members and share transfer books of the Company will remain closed from September 16, 2025 to September 22, 2025 (both days inclusive) for the purpose of AGM.

5. In order to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical mode are requested to demat their holdings at the earliest.
6. **Mandatory furnishing of KYC details and nominations by holders of physical securities:**

SEBI, vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investors' requests by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. Said SEBI circular prescribes the following norms:

- i. Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.



- ii. Electronic interface for processing investors' queries, complaints, and service requests.
- iii. Mandatory furnishing of PAN, KYC details, and Nomination by holders of physical securities.
- iv. Freezing of folios without valid PAN, KYC details, and Nomination and
- v. Compulsory linking of PAN and Aadhaar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents/details to the RTA of the Company:

- i. PAN.
- ii. Nomination (for all eligible folios) in Form No. SH-13 or submit a declaration to "Opt-Out" in Form No. ISR-3.

**Note:** Any cancellation or change in nomination shall be provided in Form No. SH-14.

- iii. Contact details, including postal address with pin code, mobile number, and e-mail address.
- iv. Bank account details, including bank name and branch, bank account number, and IFSC.
- v. Specimen signature.

Please provide the above documents/details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number, and distinctive numbers.

As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- i. Form No. ISR-1-request for registering PAN, KYC details, or changes/updation thereof.
- ii. Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- iii. Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- iv. Form No. SH-13-nomination form.
- v. Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and the RTA are also available on the website of the Company.

The SEBI has issued a circular No. SEBI/HO/MIRSD/PoD-1/ CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD1/P/ CIR/2024/37 dated May 7, 2024) on 'Common and simplified norms for processing investors' service request by RTAs and norms for furnishing PAN, KYC details and Nomination', which is applicable from April 1, 2023. The norms / procedural requirements for processing service requests of investors are provided in the said SEBI Circular.

The link to view the said SEBI circular dated November 3, 2021 along with the various forms and March 16, 2023 is available on the Company website at: [www.pel-india.in](http://www.pel-india.in)

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through the existing SCORES platform, the members can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

- 7. **Monday, September 15, 2025**, has been fixed as the 'Cut-off Date' for determining Members entitled to the facility of voting by remote e-voting and for e-voting at said AGM, following Regulation 44 of the Listing Regulations.

8. Equity Shares of the Company are available for dematerialisation both with NSDL and Central Depository Services (India) Limited ('CDSL'). ISIN is INE143C01024.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified.
10. In terms of circulars issued by the SEBI, it is now mandatory to furnish a copy of the Permanent Account Number Card (PAN Card) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.
11. As per Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA, M/s. Skyline Financial Services Pvt. Ltd for assistance in this regard. In view of the above, members are advised to dematerialize shares held by them in physical form.

In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**12. Issue of shares in demat mode only:**

SEBI vide its notification dated January 24, 2022, amended certain provisions of the Listing Regulations, inter-alia, pertaining to the issue of shares in demat mode only. Further, SEBI vide its circular No. SEBI/HO/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, issued operational guidelines for demat of securities received for processing the investor's service request.

Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members, and avoid inherent problems of bad deliveries, loss in postal transit, theft, and mutilation of share certificate. It also substantially reduces the risk of fraud. Therefore, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

For more details, please visit our website at <https://www.pel-india.in>.

13. SEBI vide its circular dated April 20, 2018, directed all the listed companies to record the PAN and bank account details of all their members holding shares in physical mode. All those members who are yet to update their details with the Company / RTA are requested to do so at the earliest. This will help the members to receive the dividend declared by the Company directly in their respective bank accounts.
14. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications, including Annual Report, Notices, Circulars, etc., from the Company electronically. The e-mail address can be registered with the DP in case the shares are held in electronic mode and with the RTA in case the shares are held in physical mode.
15. Members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 7 (seven) days in advance of the date of AGM through e-mail on [cs@pel-india.in](mailto:cs@pel-india.in). The same will be replied by the Company suitably.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
17. The copies of the documents will also be available for electronic inspection during normal business hours on working days from the date of circulation of the Notice up to the date of AGM. For any communication, members may also send requests to the Company's investor e-mail id [cs@pel-india.in](mailto:cs@pel-india.in).

18. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.
19. Equity Shares of the Company are listed on the BSE Limited (Code: 517258) and regularly traded thereon.
20. E-voting (voting through electronic means):

- i. The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with The Companies (Management and Administration) Rules, 2014, standards 7 and 8 of the Secretarial Standard on General Meetings, regulation 44 of the Listing Regulations and pursuant to the MCA Circulars for General Meetings and the SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with NSDL to facilitate the members to cast their votes from a place other than venue of the AGM ("remote e-voting"). The facility for voting shall be made available during the AGM through electronic voting and the members participating in the AGM who have not cast their votes by remote e-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by NSDL.

As the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM in terms of provisions of section 107 of the Act.

- ii. Pursuant to MCA and SEBI Circulars, physical attendance of the members at the AGM venue is not required and AGM can be held through VC / OAVM. The members can join the AGM through VC / OAVM mode 15 (fifteen) minutes before the scheduled time of the AGM and within 15 (fifteen) minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1,000 (one thousand) members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the Depositories as on Monday, September 15, 2025, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purposes only.

The members who have cast their votes by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their votes again.

The members whose names appear in the Register of Members / List of Beneficial Owners as on Monday, September 15, 2025, are entitled to vote on the resolutions set forth in the Notice. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for seeking assistance for issuance of the User Id and Password for exercising their right to vote by electronic means.

Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

21. The Company has appointed Mr. Yogesh Saluja, Proprietor of M/S. Yogesh Saluja & Associates, Practicing Company Secretaries (Peer Review Certificate No. 3301/2023), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.



## 22. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 19, 2025, at 09:00 A.M. (IST) and ends on Sunday, September 21, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 15, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 15, 2025.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/_SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/_SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a</li> </ol>

	<p>Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="676 586 954 753" data-label="Image"> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 -4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ysaluja2005@gmail.com](mailto:ysaluja2005@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than

individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. A member can opt for only one mode of voting i.e. either through remote e-voting or during the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail.
5. The Company has appointed Mr. Yogesh Saluja, Proprietor of M/S. Yogesh Saluja & Associates, Practicing Company Secretaries (Membership No. ACS 21916 COP No. 22676), to act as the Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
7. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the AGM shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.
8. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company [www.pel-india.in](http://www.pel-india.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be displayed on the Notice Board of the Company at its registered office immediately after the declaration of the results by the Chairman or any other person authorised by him and communicated to the Stock Exchange.
9. Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@pel-india.in](mailto:cs@pel-india.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@pel-india.in](mailto:cs@pel-india.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for members attending the AGM through VC/OAVM & e-voting during AGM are as under:**

1. The procedure for attending the meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
5. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to the meeting, mentioning their name, demat account number/ folio number, email id, and mobile number at [cs@pel-india.in](mailto:cs@pel-india.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to the meeting, mentioning their name, demat account number/ folio number, email id, mobile number at [cs@pel-india.in](mailto:cs@pel-india.in). These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



**Contact Details:**

<b>Company</b>	Mr. Punit A. Bajaj Precision Electronics Limited Registered Office: D-1081 New Friends Colony, New Delhi 110025 CIN: L32104DL1979PLC009590 E-mail: cs@pel-india.in
<b>Registrar and Transfer Agent</b>	Skyline Financial Services Pvt. Ltd. D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020 Contact Person: Mr. Pawan Singh Bisht E-mail: admin@skylinerta.com
<b>e-Voting Agency</b>	National Securities Depository Limited E-mail: evoting@nsdl.co.in Phone: 022 - 4886 7000 and 022 - 2499 7000
<b>Scrutinizer</b>	Mr. Yogesh Saluja Practising Company Secretary E-mail: ysaluja2005@gmail.com

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT** pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"):

**Item No.3:**

Mr. Dinesh Kumar Batra (DIN: 08773363) was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from August 7, 2024, by passing an Ordinary Resolution at the 45th Annual General Meeting of the Company held on September 24, 2024, as per the provisions of the Companies Act, 2013.

Mr. Dinesh Kumar Batra is the Former Chairman & Managing Director of Bharat Electronics Limited. He was a change agent and facilitator for the sustainable and continuous growth of the organisation. He has received various awards, including the Public Sector CFO of the Year 2022 award from National Awards for Leadership & CFO Excellence, the Greentech Corporate Governance Professional of the Year 2021 award, and many more.

However, Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires confirmation of the appointment of an Independent Director by the shareholders by way of a Special Resolution.

Since the earlier resolution for the appointment of Mr. Dinesh Kumar Batra was passed as an Ordinary Resolution in the 45<sup>th</sup> Annual General Meeting, and to ensure continued compliance with the amended Listing Regulations, the Board proposes to seek confirmation of his appointment through a Special Resolution at the 46th Annual General Meeting, without altering the original terms of appointment.

Mr. Dinesh Kumar Batra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as an Independent Director. The Company has also received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

A brief profile and other required details of Mr. Dinesh Kumar Batra pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings are provided in Annexure A to the Notice.

The Board considers that Mr. Dinesh Kumar Batra's association would be of immense benefit to the Company and recommends the resolution for approval of the members by way of a Special Resolution.

Mr. Dinesh Kumar Batra is not related to any other Director or Key Managerial Personnel of the Company. Except Mr. Dinesh Kumar Batra and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at this item.

The Board recommends the special resolution as set out at Item No. 3 of the accompanying Notice for approval of the shareholders.

**Item No. 4:**

Ms. Preeti Grover (DIN: 00128513) was appointed as an Independent Director of the Company for a term of five consecutive years, effective from September 24, 2020, and her current tenure will conclude on September 23, 2025.

Pursuant to the provisions of Section 149(10) of the Act and Regulation 25(2A) of the Listing Regulations, she is eligible for re-appointment as an Independent Director for a second term of five consecutive years based on the recommendation of the Nomination and Remuneration Committee and after evaluation of her performance, which has been found satisfactory.

Ms. Preeti Grover has expressed her willingness to be re-appointed for a second term and has submitted necessary declarations and disclosures, including those under the Act and the Listing Regulations.

In the opinion of the Board, Ms. Preeti Grover fulfills the conditions specified under the Act and the Listing Regulations and is independent of the management.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends her re-appointment for a second term of five consecutive years from September 24, 2025 to September 23, 2030, not liable to retire by rotation.

A brief profile and other required details of Ms. Preeti Grover pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard – 2 on General Meetings are provided in Annexure A to the Notice.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Ms. Preeti Grover or her relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the special resolution as set out at Item No. 4 of the accompanying Notice for approval by the shareholders.

**Item No. 5**

In terms of Regulation 23 of the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower.

All material related party transactions are required to be approved by the Audit Committee, the Board of Directors, and subsequently, the shareholders through an ordinary resolution.

The Company had earlier obtained necessary approvals from the Audit Committee, Board of Directors, and shareholders (via an Ordinary Resolution passed through Postal Ballot, results declared on June 30, 2024), for entering into Material Related Party Transactions with Victura Technologies Private Limited ("VTPL") (formerly Victora Auto Private Limited), up to a limit of Rs.15 crore per annum for a period of three years.

Due to the increased business operations and expected volume of transactions with VTPL in the current and upcoming financial years, the Company proposes to revise the existing MRPT limit from Rs. 15 crore to Rs. 25 crore per annum, for a period of three financial years, i.e., FY 2025–26 to FY 2027–28.

The nature of transactions will include, but not be limited to: purchase or sale of goods or materials, rendering or receiving of services, job work arrangements, or any other arrangements or contracts undertaken in the ordinary course of business and on an arm's length basis.

The Audit Committee and Board of Directors, at their respective meetings held on August 6, 2025, have considered and recommended the proposed revision in the transaction limit for shareholder approval.

In accordance with the provisions of Regulation 23(4) of the Listing Regulations, all related parties shall abstain from voting on this resolution, whether the entity is a related party to the particular transaction or not.

Relevant disclosures as required under the Act and the Listing Regulations are as follows:

S. No.	Particulars	Details
1	<b>Name of the related party</b>	Victura Technologies Private Limited (formerly known as Victora Auto Private Limited)
2	<b>Name of the Director or Key Managerial Personnel who is related, if any</b>	<p>Victura Technologies Private Limited (formerly known as Victora Auto Private Limited) ("VTPL")</p> <p>(Mr. Harbir Singh Banga, Director in the listed company, is the Director in VTPL and is holding 0.03% shareholding in VPL-RP.</p> <p>His father, Mr. Hardeep Singh Banga, who is holding 24.88% shares in the listed company, is holding 92.59% shares in VTPL together with directorship.)</p>
3	<b>Nature of relationship</b>	Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as VTPL is a company in which a promoter holds a significant interest and control.
4	<b>Type, material terms, monetary value and particulars of the contract or arrangement</b>	<p>Type: Material Related Party Transactions</p> <p>Nature: Purchase/sale of goods or materials, rendering or receiving services, job work arrangements, or any other contracts or arrangements.</p> <p>Terms: Arm's length basis and in the ordinary course of business</p> <p>Revised Limit Proposed: Rs.25 crore per annum</p> <p>Period: FY 2025-26 to FY 2027-28</p>
5	<b>Tenure of the contract or arrangement</b>	Three (3) financial years – FY 2025-26, FY 2026-27, and FY 2027-28
6	<b>Value of the proposed transaction</b>	Rs.25 crore per annum (Rs.75 crore in aggregate over three financial years)
7	<b>Justification as to why the RPT is in the interest of the Company</b>	The proposed transactions with VTPL are necessary for business continuity and operational efficiency. The arrangement allows for reliable sourcing, supply chain synergy, and support for expanding operations, and is on arm's length terms.
8	<b>Copy of valuation or other external report, if any such report has been relied upon</b>	Not applicable. Transactions are based on prevailing market/commercial rates and internal benchmarking.
9	<b>Percentage of the Company's annual consolidated turnover, for the immediately preceding FY (2024-25), that is represented by the value of the proposed transaction</b>	Approx. 53 % of the annual turnover of Rs. 4,748.4 lakh for FY 2024-25
10	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>	All transactions are proposed to be entered into in the ordinary course of business and on an arm's length basis. The Audit Committee and Board have approved the revision, and the transactions will be periodically reviewed.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Harbir Singh Banga and his relative, are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice for the approval of the shareholders.

#### **Item No. 6**

As per the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report from a Company Secretary in Practice to its Board's Report for each financial year.

In addition, Regulation 24A of the Listing Regulations mandates that all listed companies shall undertake a Secretarial Audit and submit the Secretarial Audit Report to the stock exchanges in the prescribed format, in compliance with SEBI Circular dated February 8, 2019.

In compliance with the above statutory requirements and based on the recommendation of the Audit Committee (meeting held earlier on August 6, 2025), the Board, subject to the approval of the members of the Company, has approved the appointment of M/s. Yogesh Saluja & Associates, Practicing Company Secretaries (Peer Review Certificate No. 3301/2023), as Secretarial Auditors of the Company for a continuous term of five (5) financial years, i.e., from FY 2025-26 to FY 2029-30.

The remuneration payable to the Secretarial Auditor for the financial year 2025-26 shall be Rs. 75,000/-, and for the remaining financial years shall be determined by the Management in mutual consultation with the Auditor, from time to time. The Board shall also obtain other permitted services from Mr. Yogesh Saluja & Associates, at a remuneration that is determined by management in consultation with the auditor.

In terms of Regulation 24A of the Listing Regulations, the appointment of Mr. Yogesh Saluja & Associates requires the approval of the members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the Ordinary Resolution as set out at Item No. 6 of this Notice for approval of the shareholders.

#### **Item No. 7 & 8**

Provisions of Section 180(1)(c) and Section 180(1)(a) of the Act, read with applicable Rules made thereunder, stipulate that the Board of Directors of a company shall not, except with the consent of the shareholders by way of Special Resolution:

- [Under Section 180(1)(c)] Borrow monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) where the amount to be borrowed, together with the money already borrowed, exceeds the aggregate of the paid-up share capital, free reserves, and securities premium of the Company; and
- [Under Section 180(1)(a)] Sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

At present, the Company has an approved borrowing limit of Rs. 200 crore under Section 180(1)(c) of the Act. In view of the Company's expanding business operations, capital requirements, and the potential need to raise funds from domestic and international sources, it is proposed to enhance the borrowing limit to Rs. 250 crore or the aggregate of paid-up share capital, free reserves, and securities premium, whichever is higher.

Further, to secure such borrowings, the Company may be required to create charges, mortgages, or other encumbrances on the Company's movable and immovable properties, including its undertakings. Therefore, in terms of Section 180(1)(a) of the Act, the approval of the shareholders is also being sought for authorizing the Board to create such charges on the whole or substantially the whole of the undertaking(s) of the Company in favour of the lenders as mentioned in the resolution hereinabove.

Accordingly, the Board recommends the Special Resolutions set out in Item Nos. 7 and 8 of the accompanying Notice for the approval of the Members, which will empower the Board to:

- Borrow funds in excess of the current limit, up to Rs. 250 crore or higher as per the formula prescribed in Section 180(1)(c) of the Act, and
- Secure such borrowings by creating charges or mortgages on the whole or substantially the whole of the undertaking(s) of the Company, as per Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel or their relatives is in any way, financially or otherwise, concerned or interested in the proposed resolutions, except to the extent of their respective shareholding, if any, in the Company.

#### Annexure A

**Notes on Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and additional Information required by Secretarial Standard -2 (SS-2) issued by Institute of Company Secretaries of India is as under:**

Particulars/ Names	Ms. Preeti Grover	Mr. Dinesh Kumar Batra	Mr. Harbir Singh Banga
<b>Date of Birth/Age</b>	09.07.1972 (53)	11.10.1962 (62)	15.04.1990 (35)
<b>Date of first appointment on the Board</b>	24.09.2020	07.08.2024	12.02.2021
<b>Qualification</b>	A fellow member of Institute of Company Secretaries of India (ICSI)	B. Tech (Mech), HBTL, Kanpur, PG Diploma in International Marketing, IIFT, Delhi-1987,  P G Diploma in Management, MDI, Gurgaon-1991  Advanced Management Programme, MDI and European Universities-2019	B. Tech in Manufacturing Engineering and MBA in Finance
<b>Terms and conditions of appointment/ re-appointment</b>	To be re-appointed for a second term of five consecutive years w.e.f. September 24, 2025 to September 23, 2030.	To be appointed for 5 consecutive years w.e.f. August 7, 2024. The current approval is sought for confirmation of Regulation 25(5A) of Listing Regulations.	Re-appointment in terms of Section 152 (6) of the Companies Act, 2013
<b>Brief profile of the Director/ nature of expertise in specific functional areas and experience</b>	Ms. Preeti Grover is a Regional Council Member of the Northern India Regional Council of The Institute of Company Secretaries of India ("ICSI"). She is a seasoned corporate sector professional, a practicing Company Secretary, and a fellow member of ICSI. She	Served Bharat Electronics Limited from year 2011 to 2022 and steered the Company to achieve its highest ever turnover of Rs. 15,044 crore. Have competencies in various fields finance, accounts, corporate governance and many more	Mr. Harbir Singh Banga (DIN: 05313332), aged 35 years, is an engineer with B. Tech in Manufacturing Engineering and holds MBA in finance from NMIMS Mumbai. He had his industrial training in the United States of America. He has rich experience in the auto

	<p>is a post-graduate in Commerce and also a Law Graduate. She is a faculty at the Institute of Directors (IOD) and also a regular faculty at NIRC of ICSI, and has taken various sessions on topics like SEBI (LODR), POSH, Secretarial Audit etc. She has been invited as a speaker on various other platforms as well.</p> <p>She is a registered Social Impact and a certified CSR Professional. She has qualified for a certificate course in BRSR and ESG from The ICSI.</p> <p>Currently, she is serving on the Board of 3 listed companies, namely "IL&amp;FS Engineering &amp; Construction Company Limited", "Precision Electronics Limited", and "Roadstar Investment Managers Limited" as an Independent Director. She has successfully qualified for the online proficiency exam for Independent Directors conducted by the Indian Institute of Corporate Affairs.</p> <p>Having 28 plus years of experience earlier worked in private sector as Company Secretary in Havells India Limited, at Board Secretariat of Oriental Bank of Commerce, she is now working as a practicing Company Secretary (Founder-PG &amp; Associates, a peer reviewed firm) with specialisation in Company law consultancy, listing compliances, Secretarial Audit for public, Government and Listed Companies.</p>		<p>industry. He looks after the day-to-day affairs of Victura Technologies Private Limited and its Group Companies with a focus on quality and adaptability to market dynamics. He is committed to offering excellent products to customers with a high standard of quality. With his technical background and experience, he always shoulders responsibility readily. He is deeply involved in the marketing activities of the company and has a very fruitful and trustworthy relationship with all their customers in India and overseas.</p>
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Names of the Company in which the person holds directorships	1. IL&FS Engineering and Construction Company Limited		1. Solar Industries India Limited		1. Pooja Rugs Private Limited	
	2. Roadstar Investment Managers Limited		2. Som Distilleries and Breweries Limited		2. Grand Prix Engineering Private Limited	
	3. Saga Properties Private Limited		3. MKU Limited		3. India Metallurgical Testing Laboratory Private Limited	
					4. Victora Automotive Private Limited	
					5. Wehear Innovations Private Limited	
					6. Victura Technologies Private Limited	
					7. J H A Infratech Private Limited	
					8. S M Industrial Consultants Private Limited	
					9. P o o j a M e t a l Processors Private Limited	
					10. Bon Voyage Tavern Private Limited	
Names of the Company in which the person holds chairmanship & membership of board committees	Precision Electronics Limited	Audit Committee-Chairperson	Precision Electronics Limited	Audit Committee-Member	Precision Electronics Limited	Stakeholder Relation Committee-Member
		Stakeholder Relation Committee-Chairperson		Stakeholder Relation Committee-Member		Nomination and Remuneration Committee-Member
		Nomination and Remuneration Committee-Member	Solar Industries India Limited	Nomination and Remuneration Committee-Member		
	IL&FS Engineering and Construction Company Limited	Stakeholder Relation Committee-Member	Som Distilleries and Breweries Limited	Audit Committee-Chairperson		
				Nomination and Remuneration Committee-member		
	Roadstar Investment Managers Limited	Stakeholder Relation Committee-Chairperson		Risk Management Committee-Member		

<b>Justification for appointment</b>	Her vast professional experience, expertise in corporate governance, and her continued valuable contribution to the Company.	He has established excellent rapport with Defence and Non-defence customers as well as the Ministry of Defence, MHA, DRDO, and other organisations have competencies in various fields finance, accounts, corporate governance and many more	His technical expertise and industry experience continue to add significant value to the Company.
<b>Shareholding, if any, in the Company including as a beneficial owner</b>	-	-	Mr. Harbir Singh Banga does not hold any Equity shares in the Company. However, his father, Mr. Hardeep Singh Banga, who is holding 24.88% shares in the company.
<b>Number of Board Meetings attended during 24-25</b>	4/4	2/4	2/4
<b>Remuneration last drawn during Financial Year 24-25</b>	-	-	-
<b>Remuneration sought to be paid</b>	-	-	-
<b>Disclosure of relationships with other directors, manager and other key managerial personnel (in case of appointment of a director).</b>	None	None	Except for Mr. Harbir Singh Banga and their relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the aforesaid Resolution.

*By Order of the Board*  
**For Precision Electronics Limited**

Place: Noida  
Date: 06.08.2025

**Sd/-**  
**Punit A. Bajaj**  
**Company Secretary**  
**and Compliance Officer**  
**Membership No. F13366**