



Precision Electronics Limited

PEL/BSE/09/2026-27

May 30, 2026

**BSE Limited,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001**

Scrip Code- 517258

Sub: Compliance under regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")

Dear Sir/ Ma'am,

Pursuant to the provisions of regulation 24A(2) of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report issued by Yogesh Saluja & Associates, Practicing Company Secretaries, for the Financial Year ended on March 31, 2026.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For **Precision Electronics Limited**

Punit A. Bajaj
Company Secretary
and Compliance Officer

Encl: as above

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D-10, Sector-3, Noida 201301,
Uttar Pradesh, India
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CIN: L32104DL1979PLC009590,UDYAM-UP-28-0002995

Registered Office
D-1081, New Friends
Colony, New Delhi-110025

SECRETARIAL COMPLIANCE REPORT

of

PRECISION ELECTRONICS LIMITED

FOR THE FINANCIAL YEAR ENDED 31st March, 2026

I, Yogesh Saluja, proprietor of Yogesh Saluja & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **PRECISION ELECTRONICS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018-Not applicable during the year under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable during the year under review
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;-Not applicable during the year under review.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,

And circulars/ guidelines issued thereunder;

and based on above verification, I hereby report that, during the review period:

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COMPANY SECRETARIES

M-18, First Floor, Dewan House Building,
Ajay Enclave, New Delhi-110018
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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement s/ (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/remarks of the Practicing Company Secretary	Management response	Remarks
1	As per regulation 31 (2) of listing regulations, The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board	Regulation 31 of SEBI Listing Regulations	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group, is not in dematerialised form	-	-	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group is not in dematerialised form	-	-	Mr. Wagner was informed to get his shares dematerialised. However, no communication is received from him.	
2.	As per Regulation 30(3) of the listing regulation, The listed entity shall make disclosure of events specified in Para B of Part A of Schedule III, based on application of the guidelines for	Regulation 30 of SEBI Listing Regulations	The company on May 30, 2025 and August 06, 2026 has disclosed the receipt of orders by the company along with the total order book of the company. However, while making	-	-	The company on May 30, 2025 and August 06, 2026 has disclosed the receipt of orders by the company along with the total order book of the	-	-	The Management was of the view that the disclosure related to the order book position was intended as a general update to stakeholders regarding the Company's expected business	

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	materiality, as specified in sub-regulation (4).		such disclosure the company has not provide the details required pursuant to Regulation 30, read with Para B of Part A of Schedule III of the SEBI Listing Regulations, read with SEBI circular dated July 13, 2023.			company. However, while making such disclosure the company has not provide the details required pursuant to Regulation 30, read with Para B of Part A of Schedule III of the SEBI Listing Regulations, read with SEBI circular dated July 13, 2023.			performanc. Subsequentl y, the Company has been regularly making disclosures relating to the receipt of orders/contr acts, wherever applicable.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended on March 31, 2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group, is not in dematerialised form	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group, is not in dematerialised form	As per regulation 31 (2) of listing regulations, The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group, is not in dematerialised form. As informed by the company no action taken	Mr. Wagner was informed to get his shares dematerialised. However, no communication is received from him.	As informed by the management, the company has communicated to Mr. Wagner to get his shares dematerialised. However, no communication is received from Mr. Wagner.

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			form and the same is maintained on a continuous basis in the manner as specified by the Board	and no penalty has been imposed.		
2.	Certificates from CEO and CFO certifying the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading were not placed.	Certificates from CEO and CFO certifying the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading were not placed.	As per regulation 33 (2) (a) of SEBI listing regulations, The quarterly financial results submitted shall be approved by the board of directors: Provided that while placing the financial results before the board of directors, the chief executive officer and chief financial officer of the listed entity shall certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.	Certificates from CEO and CFO certifying the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading were not placed. As informed by the company no action taken and no penalty has been imposed.	The Company took the note of the same.	The company during the Financial Year 2025-26 has made the proper requisite disclosures, under regulation 33(2) (a) of the SEBI Listing Regulations, for the Financial Year 2025-26.
3.	Newspaper publication of	Newspaper publication of	Regulation 30 read with	Newspaper publication of	The Company took the note of	No comments

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	financial results dated May 18, 2024 was submitted with one day delay.	financial results dated May 18, 2024 was submitted with one day delay.	Schedule III of the SEBI Listing Regulations	financial results dated May 18, 2024 was submitted with one day delay. As informed by the company no action taken and no penalty has been imposed.	the same and ensuring that such non-compliance shall not happen in future.	
4.	Mr. Dinesh Kumar Batra, was appointed as Independent Director by passing Ordinary Resolution	Mr. Dinesh Kumar Batra, was appointed as Independent Director by passing Ordinary Resolution	Regulation 25 (2A) of SEBI Listing Regulations, The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the	Mr. Dinesh Kumar Batra, was appointed as Independent Director by passing Ordinary Resolution. As informed by the company no action taken and no penalty has been imposed.	The Company at its 46 th Annual General Meeting held on September 22, 2025 obtained shareholder(s) confirmation of his appointment through a Special Resolution, without altering the original terms of appointment	The company, without altering the original terms of appointment, obtained the Shareholders approval, by special resolution, at its 46 th Annual General Meeting held on September 22, 2025.

			votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A): Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution			
5.	The Company is having more than one executive Directors, i.e. Mr. Ashok Kanodia and Mr. Nikhil Kanodia, the remuneration paid them during the year was in excess of 5% of the profits	The Company is having more than one executive Directors, i.e. Mr. Ashok Kanodia and Mr. Nikhil Kanodia, the remuneration paid them during the year was in excess of 5% of the profits	As per Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter	The Company is having more than one executive Directors, i.e. Mr. Ashok Kanodia and Mr. Nikhil Kanodia, the remuneration paid them during the year was in excess of 5% of the profits	The management is of the view that the same were passed with 99.999% of votes casted in favour i.e. more than the special majority i.e. 75% votes casted in favor	As informed by the management, even though the same were passed with 99.999% of the votes casted in favour. However, the same were proposed as

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	of the Company. However, the remuneration of Mr. Nikhil Kanodia, was not approved by way of special resolution for the period April 1, 2024 to August 11, 2024	of the Company. However, the remuneration of Mr. Nikhil Kanodia, was not approved by way of special resolution for the period April 1, 2024 to August 11, 2024	group, shall be subject to the approval of the shareholders by special resolution in general meeting, if- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity	of the Company. However, the remuneration of Mr. Nikhil Kanodia, was not approved by way of special resolution for the period April 1, 2024 to August 11, 2024. As informed by the company no action taken and no penalty has been imposed.		Ordinary Resolution.
6.	Remuneration paid to Mr. Ashok Kanodia and Mr. Nikhil Kanodia, were not approved by the Audit Committee	Remuneration paid to Mr. Ashok Kanodia and Mr. Nikhil Kanodia, were not approved by the Audit Committee	As per Regulation 23(2) of SEBI Listing Regulations, All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the listed entity	Remuneration paid to Mr. Ashok Kanodia and Mr. Nikhil Kanodia, were not approved by the Audit Committee. As informed by the company no action taken and no penalty has been imposed.	The Company took the note of the same and ensuring that such non-compliance shall not happen in future.	The Company has taken an ominous approval of the Audit Committee for the Remuneration Payable to the Mr. Ashok Kanodia and Mr. Nikhil Kanodia in relevant subsequent financial year.

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7.	Non-maintenance of Structural Digital Data base	Non-maintenance of Structural Digital Data base	Maintenance of structural digital data base in accordance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	Non-maintenance of Structural Digital Data base. As informed by the company No fine imposed but cautioned to provide SDD certificate status latest by October 31, 2024, and timeline within which the Company shall be fully compliant with SDD requirements.	The Company submitted reply vide its letter dated October 29, 2024 that the Company has now purchased the software and maintaining a robust SDD software in compliance with the regulation 3(5) and Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company is maintaining Structural Digital Database w.e.f. October 25, 2024.	The Company has implemented and maintaining a robust SDD software in compliance with the regulation 3(5) and Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
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c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	The Company has generally complied with Secretarial Standards issued applicable (SS) by the Institute of Company Secretaries (ICSI).
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI	YES	

3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website. - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	YES	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-Based on the disclosure received from the Directors.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected	YES	

	by the Audit Committee, in case no prior approval has been obtained.		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	Except as provided under separate paragraph hereinabove.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI Listing Regulations – Not applicable

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Yogesh Saluja & Associates
Company Secretaries
Firm Registration No. S2020DE718100**



**Yogesh Saluja
Proprietor
Membership No:- A21916
CP No.: 22676
UDIN: A021916H000546847
Peer Review Certificate no. 3301/2023**

**Date:- 29.05.2026
Place:- New Delhi**