Precision Electronics Limited

PEL/BSE/19/2026-27

August 24, 2026

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

Scrip Code- 517258

Dear Sir/ Madam,

Subject: Submission of Notice for 47th Annual General Meeting of the Company under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the 47th Annual General Meeting of the Company, scheduled to be held on Wednesday, September 16, 2026 at 11:00 a.m. (IST) through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") along with instructions for e-voting. The aforesaid notice alongwith instructions for e-voting is being sent to all eligible shareholders through permitted mode and is also available on the website of the Company at www.pel-india.in.

In compliance with Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standards -2 issued by the Institute of Company Secretaries of India on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility of remote e-voting as well as e-voting during the AGM to all the members to cast their vote electronically on all the businesses as set out in the Notice of the AGM. The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing the e-voting facility to the Members.

Kindly update the same in your records.

Thanking you,

Yours faithfully,
For **Precision Electronics Limited**

Punit Amarpalsingh Bajaj
Digitally signed by Punit Amarpalsingh Bajaj
Date: 2026.08.24 20:00:29 +05'30'

(Punit A. Bajaj)
Company Secretary and Compliance Officer
Membership No.: FCS 13366

Encl: as above

Noida Office
D-10, Sector-3, Noida 201301,
Uttar Pradesh, India
Tel.: +91-120-2551556 / 1557 / 5176 / 5177
Fax: +91-120-2524337

ISO 14001:2015 E9129424

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

Email : contacts@pel-india.in, Website : www.pel-india.in
CIN: L32104DL1979PLC009590,UDYAM-UP-28-0002995

PRECISION ELECTRONICS LIMITED

CIN: L32104DL1979PLC009590
Regd. Office: D-1081, New Friends Colony, New Delhi - 110025
Phone: 120 2551556/7, **Fax:** 120 2524337
Email: cs@pel-india.in, **Website:** www.pel-india.in

NOTICE OF THE 47TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 47th **Annual General Meeting ("AGM")** of the members of Precision Electronics Limited ("the Company") will be held on Wednesday, September 16, 2026, at 11.00 a.m. (IST) through video conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. 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, 2026, 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, 2026, 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 CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ASHOK KUMAR KANODIA (DIN: 00002563), WHO RETIRES BY ROTATION, AS A DIRECTOR.**

   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. Ashok Kumar Kanodia (DIN: 00002563), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

SPECIAL BUSINESS:

3. **TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH VICTORA STOCK-INVEST PRIVATE LIMITED**

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

   *"**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, if any, including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and subject to such approval(s), consent(s) and permission(s) as may be necessary, and based on the approval and recommendation of the Audit Committee of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any Committee thereof authorised by the Board in this regard) to enter into and/or carry out and/or continue with contracts, arrangements and transactions with **Victora Stock-Invest Private Limited ("VSIPL")**, being a related party of the Company in terms of section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of renewal(s), extension(s), continuation(s) or modification(s) of existing contracts, arrangements or transactions, other than any material modification requiring separate approval of the Members, for obtaining unsecured loan(s) in one or more tranches, up to an aggregate value of **₹ 30,00,00,000/- (Rupees Thirty Crore***

***only)**, during the period commencing from the date of this 47th Annual General Meeting and upto the date of the next Annual General Meeting of the Company, on such terms and conditions as may be approved by the Board or any committee thereof, notwithstanding that the aggregate value of such transaction(s), together with transactions undertaken with VSIPL during the relevant financial year, may exceed the applicable materiality thresholds prescribed under Regulation 23 of the Listing Regulations or any other applicable law from time to time.*

***RESOLVED FURTHER THAT** the aforesaid transactions shall be undertaken in the ordinary course of business of the Company and on an arm's length basis and on such other terms and conditions as may be approved by the Board or any committee thereof.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine, finalise and vary, from time to time, the terms and conditions of the aforesaid transactions, including the timing and manner of draw down and repayment, and to negotiate, execute and deliver all such agreements, documents, writings and instruments and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers herein conferred to any Committee of Directors, Director(s) and/or Officer(s) of the Company."*

4. TO APPROVE MATERIAL RELATED PARTY TRANSACTION 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 ("Act"), read with the applicable rules made thereunder, including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) 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 ("Listing Regulations"), the Company's Policy on "Materiality of Related Party Transactions and dealing with Related Party Transactions", and subject to such approval(s), consent(s) and permission(s) as may be necessary from time to time, and based on the approval and recommendation of the Audit Committee of the Company and the consent of the Board of Directors of the Company ("Board", which term shall include any Committee thereof authorised by the Board in this regard), the consent of the Members of the Company be and is hereby accorded to the Board to enter into and/or carry out and/or continue with contracts, arrangements and transactions, whether individually or taken together or in a series of transactions or otherwise, with **Victura Technologies Private Limited (formerly known as Victora Auto Private Limited) ("VTPL")**, being a Related Party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, from the date of this 47th Annual General Meeting up to the date of the next Annual General Meeting of the Company, whether by way of renewal(s), extension(s), continuation(s) or modification(s) of existing contracts, arrangements or transactions, other than any material modification requiring separate approval of the Members, in respect of transactions including but not limited to purchase or sale of goods or materials, rendering or receiving of services, job work arrangements, purchase or sale of fixed assets and any other similar arrangements or contracts, for an aggregate value not exceeding **₹ 25,00,00,000/- (Rupees Twenty-Five Crore only)**, notwithstanding that the aggregate value of such transactions may exceed the applicable materiality thresholds prescribed under the Listing Regulations or any other applicable law or regulation from time to time, provided that such contracts, arrangements and transactions shall be undertaken in the ordinary course of business of the Company and on an arm's length basis.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine, finalise and vary, from time to time, the terms and conditions of the aforesaid contracts, arrangements and transactions, including the timing and manner of execution thereof, and to negotiate, execute and deliver all such agreements, documents, writings and instruments and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers herein conferred to any Committee of Directors, Director(s) and/or Officer(s) of the Company."*

5. TO CONSIDER AND APPROVE THE SALE / DISPOSAL OF THE NOIDA LAND AND BUILDING OF THE COMPANY SITUATED AT PLOT NO. 10 & 11, BLOCK-D, SECTOR-3, NOIDA, GAUTAM BUDH NAGAR, UTTAR PRADESH – 201301

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 of the Companies Act, 2013 (‘Act’) and Rules made thereunder, Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and subject to the necessary approvals, consents, permissions, no-objection letter and/or sanctions from the appropriate authorities/banks to the extent applicable, consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to sell, assignment, transfer, conveyance or otherwise dispose of its the Noida Land And Building of the Company situated at Plot No. 10 & 11, Block-D, Sector-3, Noida, Gautam Budh Nagar, Uttar Pradesh – 201301, admeasuring approximately 4,732.23 square meters, to any prospective buyer’s excluding a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in one or more tranches and either as a whole or in part on “as is where is” basis to any prospective buyer(s), for such consideration and on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit in the best interest and favour of the Company, for consideration not less than the valuation arrived at by an independent registered valuer.*

***RESOLVED FURTHER THAT** the Company do utilize the sale proceeds of the aforesaid Noida land and building for working capital requirements, capex, to reduce part of the Company's debt and general corporate purpose.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise the amount of consideration to be received which shall be not less than the valuation arrived by an independent valuer and to do and perform all such acts, deeds, matters and things, as may be necessary, and to execute, modify, substitute, deliver and perform all such agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from relevant authorities, including Government/Semi Government / Quasi Government authorities, Banks, regulatory and administrative authorities, statutory bodies etc. in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to enter into agreements, execute any undertaking, indemnity, contracts, deeds or sign any other document on behalf of the Company and to represent the Company and appear before the authorities and also do all such acts, things, deeds and matters as may be deemed necessary for giving effect to this resolution.”*

By Order of the Board
For Precision Electronics Limited

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

Place: New Delhi
Date: 12.08.2026

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 5 of the Notice is annexed hereto. The Board of Directors (“the Board”) has considered and decided to include Item Nos. 3 to 5 given above in the 47th Annual General Meeting (“AGM”), as they are unavoidable in nature. Further, the relevant details with respect to Item No. 2 pursuant to regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("the ICSI"), in respect of Directors seeking re-appointment at this AGM are also annexed.

2. The Ministry of Corporate Affairs ("MCA") vide its general circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and other relevant circulars, the latest being General Circular dated September 22, 2025 ("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. 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 ('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 2025-2026 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, as well as from the website of the Stock Exchange where the Company is listed, i.e., BSE Limited at 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. 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 Thursday, September 10, 2026, to Wednesday, September 16, 2026 (both days inclusive) for the purpose of the 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. **Special window for re-lodgement of transfer deeds for physical transfer of shares:**

   Pursuant to the provisions of Regulation 40 of the Listing Regulations, requests for effecting transfer of securities shall not be processed unless the securities are held in demat mode, except for transmission or transposition and re-lodgement for transfer of securities. Further, SEBI, vide its circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020, had fixed March 31, 2021, as the cut-off date for re-lodgement of transfer deeds, and the shares that are re-lodged for transfer shall be issued only in demat mode. 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 dematerialising their holdings at the earliest, as it will not be possible to transfer shares held in physical mode. The members can contact the Company / RTA for assistance in this regard.

   In terms of SEBI circular No. SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/97 dated July 2, 2025, a special window was opened only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 1, 2019 (which was extended till March 31 2021), and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of 6 (six) months from July 7, 2025 till January 6, 2026. Subsequently, another special window has been opened for a period of 1 (one) year from February 5, 2026, to February 4, 2027. The Company has uploaded the summary of the circulars on the website of the Company at Special-Window-to-facilitate-transfer-and-dematerialization-requests-of-physical-shares.pdf.

   During this period, any securities re-lodged for transfer, including those currently pending with the Company/RTA, shall be processed and issued only in dematerialized form, subject to verification and approval of all documents, and due process for such transfer-cum-demat requests shall be followed. The members who are eligible for this are requested to take advantage of the special window and complete the process of share transfer in their name(s).

7. **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 the circular dated March 16, 2023 is available on the Company website at: 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).

8. **Wednesday, September 9, 2026**, 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.

9. Equity Shares of the Company are available for dematerialisation both with NSDL and Central Depository Services (India) Limited ('CDSL'). ISIN is INE143C01024.

10. The information of the directors seeking re-appointment at the AGM is provided at Annexure "A" to the Notice as prescribed under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings issued by the ICSI.

11. 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.

12. 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.

    Further, the 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.

13. 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.

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

    The 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.

15. 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.

16. 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. The same will be replied to by the Company suitably.

17. 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.

18. 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.

19. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.

20. Equity Shares of the Company are listed on the BSE Limited (Code: 517258) and regularly traded thereon.

21. **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 the e-voting 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 the 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 the 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 a 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 Wednesday, September 9, 2026, 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 the 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 Wednesday, September 9, 2026, 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.

22. 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.

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

The remote e-voting period begins on **Saturday, September 12, 2026, at 09:00 A.M. (IST) and ends on Tuesday, September 15, 2026, 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. Wednesday, September 9, 2026, 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 Wednesday, September 9, 2026.

How do I vote electronically using the 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a 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 & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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/ 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 user 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.

b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager at 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. FCS 14192 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 and on the website of NSDL 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.
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. 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 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 the "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. 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. 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:

Company	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

Registrar and Transfer Agent	Skyline Financial Services Pvt. Ltd. D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020 Contact Person: Mr. Subhash Bhattachary E-mail: admin@skylinerta.com
e-Voting Agency	National Securities Depository Limited E-mail: evoting@nsdl.co.in Phone: 022 - 4886 7000 and 022 - 2499 7000
Scrutinizer	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 ("Act") read with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):

Item No 3: TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH VICTORA STOCK-INVEST PRIVATE LIMITED

The Company presently has an approval of the members of the Company to enter in to material related party transaction for obtaining unsecured loan(s) from Victora Stock-Invest Private Limited ("VSIPL" or "Victora") up to an aggregate limit of ₹ 25 crore, which is valid up to September 30, 2026, in terms of the amended provisions of Regulation 23 of the Listing Regulations. The said transaction was approved by the Audit Committee and the Board of Directors at their respective meetings held on January 6, 2026, and subsequently approved by the Members through Postal Ballot as on February 8, 2026.

Since the aforesaid approval is valid up to September 30, 2026, the Audit Committee and the Board of Directors, at their respective meetings held on August 12, 2026, have considered and approved the proposed Material Related Party Transaction to obtain unsecured loan(s) from VSIPL up to an aggregate value of ₹ 30 crore, in one or more tranches, from the date of this 47th Annual General Meeting up to the date of the next Annual General Meeting of the Company, subject to approval of the Members.

The Audit Committee has approved the proposed Related Party Transaction with VSIPL and has assessed that the transaction is on an arm's length basis and in the ordinary course of business of the Company. The Audit Committee has also reviewed the certificate(s) provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of the proposed Related Party Transaction are in the interest of the Company and are in the ordinary course of business and on an arm's length basis.

In terms of the provisions of Regulation 23 of the Listing Regulations, all material related party transactions and subsequent material modifications, as defined by the Audit Committee, require prior approval of the Members of the Company by way of resolution, notwithstanding that such transactions are in the ordinary course of business and on an arm's length basis. Further, no related party shall vote to approve such resolutions, whether or not such related party is a party to the particular transaction.

As per the Listing Regulations, a transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the applicable threshold prescribed under the Listing Regulations.

Accordingly, the approval of the Members is sought pursuant to Regulation 23 of the Listing Regulations for authorising the Board to enter into and/or carry out and/or continue with the aforesaid transactions with VSIPL, including renewal(s), extension(s), continuation(s) or modification(s) of existing arrangements/transactions, other than any material modification requiring separate approval of the Members, during the period commencing from the date of this 47th Annual General Meeting up to the date of the next Annual General Meeting of the Company, for an aggregate value not exceeding ₹ 30 crore, in one or more tranches.

Further, SEBI Master Circular No. HO/49/14/14(7)2025- CFD-POD2/I/3762/2026 dated January 30, 2026 and other circulars issued in this regard prescribe the minimum information to be provided to the Audit Committee and the

Members for approval of Related Party Transactions in accordance with the Industry Standards on "Minimum information provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions". The necessary disclosures are provided hereinbelow:

Details of the Material Related Party Transaction

The details of the proposed Material Related Party Transaction and other particulars as required under the applicable SEBI Circulars and the Industry Standards on "Minimum information provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" are set out below:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1).</td><td>Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td>Name of the related party.</td><td>Victora Stock-Invest Private Limited ('VSIPL')</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party.</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>VSIPL is a Non-Banking Financial Company (NBFC), registered with Reserve Bank of India. The core business of VSIPL is investment and lending of funds.</td></tr>
<tr><td>A(2).</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>4.</td><td>Relationship between the listed entity and the related party –including nature of its concern (financial or otherwise) and the following:</td><td>Mr. Hardeep Singh Banga, father of Mr. Amitbir Singh Banga, Non-Executive Director of the Company, holds 24.88% equity shareholding in the Company and 48.55% equity shareholding in VSIPL, along with directorship in VSIPL.</td></tr>
<tr><td></td><td>• Shareholding of the listed entity whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td></td><td>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td>• Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>Not Applicable</td></tr>
<tr><td>A(3).</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>5.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Transaction undertaken by the Company:
(₹ In Crore)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26</th></tr>
<tr><td>1.</td><td>Taken an Unsecured Loan</td><td>9.70</td></tr>
</table>
Apart from the above, the Company has not entered into any other transaction with the VSIPL.</td></tr>
</table>

<table>
<tr><td>6.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter / up to date in which the approval is sought.</td><td>Transaction undertaken by the Company:
(₹ In Crore)
<table>
<tr><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2026-27 up to June, 2026</td></tr>
<tr><td>1.</td><td>Taken an Unsecured Loan</td><td>Nil</td></tr>
</table>
Apart from the above, the Company has not entered into any other transaction with the VSIPL in the current financial year, except payment of Interest on loan outstanding.</td></tr>
<tr><td>7.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year</td><td>None</td></tr>
<tr><td>A(4).</td><td>Amount of the proposed transaction(s)</td><td></td></tr>
<tr><td>8.</td><td>Amount of the proposed transactions being placed for approval of the Shareholders.</td><td>₹ 30 (Thirty) Crore</td></tr>
<tr><td>9.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>10.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>38% of consolidated turnover for the financial year 2025-26</td></tr>
<tr><td>11.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>12.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>306% of the consolidated turnover for the financial year 2025-26 of the related party.

As per the audited figures received from VSIPL, ₹ 30 Crores (amount of unsecured borrowing) represents about 30% of the Total Loans and Advances given by VSIPL, as on March 31, 2026.</td></tr>
<tr><td>13.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><td>Particulars</td><td>FY 2025-26 (₹ In Crores)</td></tr>
<tr><td>Turnover</td><td>9.79</td></tr>
<tr><td>Profit After Tax</td><td>1.16</td></tr>
<tr><td>Net worth</td><td>55.93</td></tr>
</table></td></tr>
<tr><td>A(5).</td><td>Basic details of the proposed transaction</td><td></td></tr>
<tr><td>14.</td><td>Specific type of the proposed transaction (e.g sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.).</td><td>Obtaining an unsecured loan from VSIPL.</td></tr>
</table>

15.	Details of each type of the proposed transaction.	The Company proposes to obtain unsecured loan(s), in one or more tranches, up to an aggregate amount of ₹ 30 crore from VSIPL.
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	As may be decided by the Board of Directors (including any committee thereof), from time to time.
17.	Whether omnibus approval is being sought?	Yes
18.	Value of the proposed transaction during a financial year.	If the proposed transaction will be executed over more than one financial year, provide an estimated break-up by financial year-wise.Aggregate value of transactions up to ₹ 30 crore during FY 2026-27 and FY 2027-28 from the date of this 47th Annual General Meeting up to the date of the 48th Annual General Meeting, as applicable.
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed borrowing of unsecured loan(s) from the related party is in the best interest of the Company as it ensures the timely availability of funds for meeting working capital requirements, capital expenditure and general corporate purposes. The loan is proposed to be availed at an interest rate which will be competitive and comparable with prevailing market rates for unsecured borrowings, and on an arm's length basis. Further, the unsecured nature of the borrowing provides financial and operational flexibility to the Company by avoiding the creation of security and restrictive covenants typically associated with institutional financing. The transaction has been reviewed and approved by the Audit Committee and the Board of Directors and is considered commercially prudent and beneficial to the Company.
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Amitbir Singh Banga, Non-Executive Director of the Company, is interested in the transaction to the extent that his father, Mr. Hardeep Singh Banga, holds 24.88% equity shareholding in the Company and 48.55% equity shareholding in VSIPL, along with directorship in VSIPL.
	a. Name of the director / KMP	Mr. Amitbir Singh Banga, Non-Executive Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Mr. Amitbir Singh Banga does not hold any shareholding, directly or indirectly, in VSIPL. His father, Mr. Hardeep Singh Banga, holds 48.55% equity shareholding in VSIPL and is also a director therein.
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
22.	Other information relevant for decision-making.	Not Applicable
B(5)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
23.	Material covenants of the proposed transaction	The unsecured loan shall be availed from the date of this 47th Annual General Meeting up to the date of

		the 48th Annual General Meeting, as applicable, and shall carry interest at 10% per annum, payable quarterly. The loan shall be unsecured and shall not create any collateral, pledge or charge over the assets of the Company.
24.	Interest rate (in terms of numerical value or base rate and applicable spread)	10% Per Annum, payable quarterly.
25.	Cost of borrowing	The interest rate of 10% per annum is considered competitive and in line with prevailing market rates for unsecured borrowings and accordingly considered to be at arm's length and in the ordinary course of business.
26.	Maturity / due date	As may be decided by the Board of Directors or any committee thereof, from time to time.
27.	Repayment schedule & terms	As may be decided by the Board of Directors or any committee thereof, from time to time.
28.	Whether secured or unsecured	Unsecured
29.	If secured, the nature of security & security coverage ratio	Not Applicable
30.	The purpose for which the funds will be utilized by the listed entity/subsidiary	Working capital requirements, budgeted capital expenditure and general corporate purposes of the Company.
C(4).	**Disclosure in case of transactions relating to borrowings by the listed entity or its subsidiary**	
31.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	a. Before transaction: 1.73 b. After transaction: 3.75* * Assuming the entire unsecured loan proposed to be obtained is classified as long-term debt.
32.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements:	a. Before transaction: 1.07 b. After transaction: 0.34

Point Nos. B(1), B(2), B(3), B(4), B(6), B(7), C(1), C(2), C(3), C(5) and C(6) of the table forming part of Clause 4 of the applicable Industry Standards are not applicable.

In compliance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the Company affirms that:

i. the disclosures provided herein contain sufficient information to enable the public shareholders to make an informed decision;

ii. justification as to why the proposed transaction is in the interest of the Company has been provided hereinabove;

iii. the promoters shall not derive any undue benefit from the Related Party Transaction at the expense of public shareholders;

iv. the Audit Committee has noted that the relevant disclosures required for decision-making on the proposal were placed before the Committee; and

v. the Audit Committee has reviewed and taken note of the certificate from the Chief Financial Officer and Managing Director of the Company confirming that the terms of the proposed transaction are in the interest of the Company.

Members may note that the transaction shall be reviewed and monitored by the Audit Committee on a quarterly basis in accordance with Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the amount approved by the Members.

Any subsequent material modification to the proposed transaction, as may be defined by the Audit Committee under the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, shall be placed before the Members for approval in accordance with Regulation 23 of the Listing Regulations.

Except Mr. Amitbir Singh Banga and his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

Item 4: TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH VICTURA TECHNOLOGIES PRIVATE LIMITED (FORMERLY KNOWN AS VICTORA AUTO PRIVATE LIMITED)

The Company had previously obtained approval of the Audit Committee, Board of Directors and Members at the 46th Annual General Meeting held on September 22, 2025, for undertaking transactions with Victura Technologies Private Limited (formerly known as Victora Auto Private Limited) ("VTPL"), being a Related Party of the Company, up to an aggregate limit of ₹ 25 crore per annum.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, effective from December 19, 2025, the validity of omnibus approval granted by Members for Material Related Party Transactions is subject to the provisions of the amended Regulation 23 of the Listing Regulations. Accordingly, the Company is seeking fresh approval of the Members for continuing to undertake transactions with VTPL for the period commencing from the date of the 47th Annual General Meeting and up to the date of the next Annual General Meeting of the Company.

Accordingly, the Company proposes to obtain fresh approval of the Members for continuing to undertake transactions with VTPL up to an aggregate value of ₹ 25 crore during the aforesaid period. The proposed transactions may include, inter alia, purchase or sale of goods or materials, rendering or receiving of services, job work arrangements, purchase or sale of fixed assets and other similar contracts, arrangements or transactions, as may be required in the ordinary course of business of the Company.

The proposed transactions are repetitive and ongoing in nature and are intended to support the Company's business and operational requirements. The transactions shall be undertaken on an arm's length basis and in the ordinary course of business.

The Audit Committee, at its meeting held on August 12, 2026, considered, approved and recommended the proposed Material Related Party Transaction with VTPL for an aggregate value of up to ₹ 25 crore to the Board of Directors. The Board of Directors, at its meeting held on August 12, 2026, considered and approved the proposal, subject to approval of the Members.

In terms of Regulation 23 of the Listing Regulations, all material related party transactions and subsequent material modifications, as defined by the Audit Committee, require prior approval of the Members of the Company by way of an Ordinary Resolution, notwithstanding that such transactions are in the ordinary course of business and on an arm's length basis. Further, no Related Party shall vote to approve such resolutions, whether or not such Related Party is a party to the particular transaction.

A transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the applicable threshold prescribed under the Listing Regulations.

The Audit Committee has, inter alia, assessed the proposed transaction and noted that the transaction is in the ordinary course of business and on an arm's length basis. The Audit Committee has also reviewed the certificate(s) provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of the proposed Related Party Transaction are in the interest of the Company and are in the ordinary course of business and on an arm's length basis.

Further, SEBI Master Circular No. HO/49/14/14(7)2025- CFD-POD2/I/3762/2026 dated January 30, 2026 and other circulars issued in this regard prescribe the minimum information to be provided to the Audit Committee and the Members for approval of Related Party Transactions in accordance with the Industry Standards on “Minimum information provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions”. The necessary disclosures are provided hereinbelow:

Details of the Material Related Party Transaction

The details of the proposed Material Related Party Transaction and other particulars as required under the applicable SEBI Circulars and the Industry Standards on “Minimum information provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions” are set out below:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1).</td><td>Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td>Name of the related party.</td><td>Victura Technologies Private Limited (‘VTPL’)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party.</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Automotive manufacturing and allied activities.</td></tr>
<tr><td>A(2).</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>4.</td><td>Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Mr. Hardeep Singh Banga, father of Mr. Amitbir Singh Banga, Non-Executive Director of the Company, holds 24.88% equity shareholding in the Company and 48.55% equity shareholding in VSIPL, along with directorship in VSIPL.</td></tr>
<tr><td></td><td>• Shareholding of the listed entity whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td></td><td>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>•</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity.</td><td>Not Applicable</td></tr>
<tr><td>A(3).</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>5.</td><td>Total amount of all the transactions undertaken by the listed entity or with the related party during the last financial year.</td><td>Transaction undertaken by the Company:
(₹ In Crore)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26</th></tr>
<tr><td>1.</td><td>Purchase of Goods and Services (Including Capital Goods)</td><td>1.27</td></tr>
<tr><td>2.</td><td>Sale of Goods and Services (Including Capital Goods)</td><td>0.27</td></tr>
</table>
Apart from the above, the Company has not entered into any other transaction with the VTPL.</td></tr>
</table>

<table>
<tr><td>6.</td><td>Total amount of all the transactions undertaken by the listed entity or with the related party in the current financial year up to the quarter immediately preceding the quarter / up to date in which the approval is sought.</td><td>Transaction undertaken by the Company:
(₹ In Crore)
<table>
<tr><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2026-27 up to June, 2026</td></tr>
<tr><td>1.</td><td>Purchase of Goods and Services (Including Capital Goods)</td><td>0.30</td></tr>
<tr><td>2.</td><td>Sale of Goods and Services (Including Capital Goods)</td><td>1.02</td></tr>
</table>
Apart from the above, the Company has not entered into any other transaction with the VTPL in the current financial year</td></tr>
<tr><td>7.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year</td><td>None</td></tr>
<tr><td>A(4).</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>8.</td><td>Amount of the proposed transactions being placed for approval of the Shareholders.</td><td>₹ 25 Crore</td></tr>
<tr><td>9.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>10.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>31.65% of consolidated turnover for the financial year 2025-26</td></tr>
<tr><td>11.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>12.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>0.76% of the consolidated turnover for FY 2025-26 of VTPL, as per the financial information provided by VTPL.</td></tr>
<tr><td>13.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><td>Particulars</td><td>FY 2025-26 (₹ In Crores)</td></tr>
<tr><td>Turnover</td><td>3289.33</td></tr>
<tr><td>Profit After Tax</td><td>364.37</td></tr>
<tr><td>Net worth</td><td>1502.92</td></tr>
</table></td></tr>
</table>

A(5).	Basic details of the proposed transaction	
14.	Specific type of the proposed transaction (e.g sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.).	a) Sales of Goods b) Sales of services c) Purchase of Goods d) Purchase of Services e) Purchase of Fixed Assets f) Sale of Fixed Assets g) Any other transfer of resource, services or obligation
15.	Details of each type of the proposed transaction.	The Company proposes to Purchase/sale of goods or materials, rendering or receiving services, job work arrangements, or any other contracts or arrangements.
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	The proposed transactions are repetitive in nature and are undertaken in the ordinary course of the Company's business activities on an ongoing basis. The approval is proposed to cover transactions entered into from the date of the 47th Annual General Meeting up to the date of the 48th Annual General Meeting, subject to a period not exceeding fifteen months.
17.	Whether omnibus approval is being sought?	Yes
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide an estimated break-up by financial year-wise.	Aggregate value of transactions up to ₹ 25 crore during FY 2026-27 and FY 2027-28 up to the date of the 48th Annual General Meeting to be held in 2027. Break-up is as follows: <table><tr><td>Financial Year</td><td>Expected Value of Transactions</td></tr><tr><td>2026-27</td><td>upto ₹ 25 crore</td></tr><tr><td>2027-28</td><td>upto ₹ 25 crore</td></tr></table>
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transactions with VTPL are necessary for business continuity and operational efficiency. The arrangement enables reliable sourcing, supply chain synergies and support for expanding operations and is proposed to be undertaken on arm's length terms.
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Amitbir Singh Banga, a Director of the Company, is also a Director of VTPL and holds 0.03% shareholding in VTPL. His father, Mr. Hardeep Singh Banga, who holds 24.88% shareholding in the Company, holds 92.59% shareholding in VTPL and is also a Director of VTPL.
	a. Name of the director / KMP	Mr. Amitbir Singh Banga, Non-Executive Director of the Company.

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Mr. Amitbir Singh Banga holds 0.03% shareholding in VTPL. His father, Mr. Hardeep Singh Banga, holds 92.59% shareholding in VTPL and is also a Director of VTPL.
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
22.	Other information relevant for decision-making.	Not Applicable
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
23.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	In line with the business practices followed for the Company's customers and suppliers and the policies of the Company, no bids are invited by the Company for the proposed transactions with VTPL.
24.	Basis of determination of price including the indicative base price / current contracted price and the formula for variation in the price if any.	The transactions are proposed to be undertaken based on prevailing market/commercial rates and internal benchmarking.
25.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction.	Not Applicable

Point Nos. B(2), B(3), B(4), B(5), B(6), B(7), C(1), C(2), C(3), C(4), C(5) and C(6) of the table forming part of Clause 4 of the Industry Standards are not applicable.

In compliance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the Company affirms that:

i. the disclosures provided herein contain sufficient information to enable public shareholders to make an informed decision;

ii. justification as to why the proposed transaction is in the interest of the Company has been provided hereinabove;

iii. the promoters shall not derive any undue benefit from the Related Party Transaction at the expense of public shareholders;

iv. the Audit Committee has noted that the relevant disclosures required for decision-making on the proposal were placed before it; and

v. the Audit Committee has reviewed and taken note of the certificate from the Chief Financial Officer and Managing Director of the Company confirming that the terms of the proposed transaction are in the interest of the Company.

Members may note that the transaction shall be reviewed and monitored by the Audit Committee on a quarterly basis in accordance with Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the amount approved by the Members.

Any subsequent material modification to the proposed transaction, as may be defined by the Audit Committee under the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, shall be placed before the Members for approval in accordance with Regulation 23 of the Listing Regulations.

Except Mr. Amitbir Singh Banga and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out at Item No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

<u>Item no. 5: TO CONSIDER AND APPROVE THE SALE / DISPOSAL OF THE NOIDA LAND AND BUILDING OF THE COMPANY SITUATED AT PLOT NO. 10 & 11, BLOCK-D, SECTOR-3, NOIDA, GAUTAM BUDH NAGAR, UTTAR PRADESH – 201301</u>

The Company owns land and building situated at Plot No. 10 & 11, Block-D, Sector-3, Noida, Gautam Budh Nagar, Uttar Pradesh – 201301, admeasuring approximately 4,732.23 square metres ("Noida Land and Building").

The Company is in the process of shifting its operations presently carried out from the Noida facility to its leasehold facility at Ballabhgarh, Faridabad, in a phased manner. Upon completion of the transition, the Noida Land and Building is not expected to be required for the Company's business operations.

Accordingly, with a view to optimise the Company's asset base and unlock value from the Noida Land and Building, the Audit Committee, at its meeting held on August 12, 2026, considered and recommended the proposed sale/disposal of the Noida Land and Building. Pursuant thereto, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), at its meeting held on August 12, 2026, approved the proposed sale/disposal, subject to the approval of the Members and other requisite approvals, and authorised the sale, transfer, conveyance or otherwise disposal of the Noida Land and Building to prospective purchaser(s), other than related party(ies), on such terms and conditions as may be determined by the Board or its authorised representatives, in accordance with applicable law.

The proposed sale/disposal will enable the Company to monetise the Noida Land and Building and utilise the sale proceeds towards its business and financial requirements, including working capital requirements, capital expenditure, repayment/reduction of borrowings and other general corporate purposes.

The members may note that this resolution is an enabling resolution to the Board for sale/dispose off Noida Land and Building on the terms & conditions as set out in the resolution. The final terms and conditions of the transaction, including the identification of the purchaser(s), consideration, manner and timing of completion and other related matters, shall be determined by the Board or such person(s) as may be authorised by the Board, in the best interests of the Company and its Members, in accordance with the approval of the members.

The proposed sale/disposal constitutes disposal of the whole or substantially the whole of an undertaking of the Company within the meaning of Section 180(1)(a) of the Act and Regulation 37A of the Listing Regulations. Accordingly, it is proposed to seek the approval of the Members by way of a Special Resolution.

Further, pursuant to Regulation 37A of the Listing Regulations, the Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by the public shareholders against the resolution. A public shareholder who is a party to the proposed sale/disposal, directly or indirectly, shall not be entitled to vote on the resolution.

Accordingly, the Board proposes to seek the approval of members by way of a Special Resolution.

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

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

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:

Name of Director	Mr. Ashok Kumar Kanodia
Category / Designation	Executive Chairman
Director Identification Number (DIN)	00002563
Date of Birth/Age	07.01.1951 (75)
Date of first appointment on the Board	01.05.1979
Qualification	B.Sc. with Physics Honours from St. Xavier's College, Kolkata (Calcutta University); Graduate in Electrical Engineering and Business Management from Massachusetts Institute of Technology (MIT), USA
Terms and conditions of appointment/ re-appointment	Re-appointment by rotation in accordance with Section 152(6) of the Companies Act, 2013.
Nature of expertise in specific functional areas and experience	Mr. Ashok Kumar Kanodia has extensive experience in the fields of electronics, telecommunications and defence, with significant expertise in business strategy, industry policy and corporate leadership. He has been associated with various industry and Government committees relating to electronics, telecommunications and defence and has contributed to policy formulation and development of the industry.
Brief profile of the Director	Mr. Ashok Kumar Kanodia is the founder and Promoter Director of Precision Electronics Limited and has over four decades of experience in the electronics and telecommunications industry. He completed his B.Sc. with Physics Honours from St. Xavier's College, Kolkata (Calcutta University) in 1970 and thereafter pursued higher education at the Massachusetts Institute of Technology (MIT), USA, where he graduated in Electrical Engineering and Business Management. He has been associated with various Government and industry committees involved in policy formulation and development of the electronics, telecommunications and defence sectors. He was a member of the IT/Telecom Hardware Task Force constituted by the Prime Minister of India and served as President of the Telecommunication Equipment Manufacturers Association (TEMA) of India for consecutive terms from 1999 to 2001. He was also one of the industry representatives on the Kelkar Committee constituted by the Ministry of Defence to examine measures for strengthening self-reliance in defence preparedness and facilitating greater participation of private industry in national defence capability building. He is an Executive Committee Member of the Society of Indian Defence Manufacturers ("SIDM") and chairs its MSME Committee. He has also been associated with industry bodies including the Confederation of Indian Industry (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI), and has represented the Indian defence industry at various national and international forums. His extensive industry experience and understanding of the electronics and defence sectors continue to contribute to the strategic development of the Company.

Names of the Company in which the person holds directorships	1. VM Farms Private Limited 2. Grauer & Weil (India) Limited.
Name of the listed entities from which the person has resigned as a Director in the past three years	Nil
Names of the Company in which the person holds chairmanship & membership of board committees (including this Company)	Grauer & Weil (India) Limited Audit Committee- Member
Justification for appointment	His extensive experience and expertise in the electronics, telecommunications and defence sectors, long-standing association with the Company and valuable contribution to its growth and strategic development make his continued association with the Board beneficial to the Company. Accordingly, the Board considers his re-appointment by rotation to be in the interest of the Company.
Shareholding, if any, in the Company including as a beneficial owner	1,02,806 equity shares
Number of Board Meetings attended during 2025-26	5 (Five) out of 5 (Five)
Remuneration last drawn during Financial Year 2025-26	Details of remuneration are provided in the Corporate Governance Report forming part of the Annual Report.
Remuneration sought to be paid	Disclosure regarding remuneration proposed to be paid does not apply to Mr. Ashok Kumar Kanodia as the resolution pertains to the re-appointment by rotation.
Disclosure of relationships with other directors, manager and other key managerial personnel (in case of appointment of a director).	Father of Mr. Nikhil Kanodia, Managing Director 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: New Delhi
Date: 12.08.2026