



Precision Electronics Limited

Date: May 30, 2025

PEL/BSE/06/2025-26

BSE Limited,
25th Floor, PJ Towers,
Dalal Street,
Mumbai-400001

Scrip Code: 517258

Sub: Annual Secretarial Compliance Report
Ref.: Precision Electronics Limited

Dear Madam/Sir,

Pursuant to the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular dated February 08, 2019 bearing Ref. No. CIR/CFD/CMD1/27/2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by Harish Popli & Associates, Company Secretaries, for the financial year ended March 31, 2025.

The above is for your information and records.

Thanking You,
For **Precision Electronics Limited**

Veenita Khurana
Company Secretary cum
Compliance Officer

Noida Office

D-10, Sector-3, Noida 201301,
Uttar Pradesh, India
Tel.: +91-120-2551556 / 1557 / 5176 / 5177
Fax: +91-120-2524337
CIN: L32104DL1979PLC009590
UDYAM-UP-28-0002995



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Roorkee Office

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Roorkee 249406, (Uttarakhand), India
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SECRETARIAL COMPLIANCE REPORT

of

PRECISION ELECTRONICS LIMITED

FOR THE FINANCIAL YEAR ENDED 31st March, 2025

I, Harish Kumar, proprietor of Harish Popli & Associates, have examined:

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

for the financial year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

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

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

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

And circulars/ guidelines issued thereunder;

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

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirements/ (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/re marks of the Practicing Company Secretary	Management response	Remarks
1	As per regulation 31 (2) of listing regulations, The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the	Regulation 31 of SEBI Listing Regulations	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group, is not in dematerialised form	-	-	Shareholding of the Mr. Hans Jurgen Wagner, person forming part of promoter and promoter group is not in dematerialised form	-	-	Mr. Wagner was informed to get his shares dematerialised. However, no communication is received from him.	

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	Board									
2	As per regulation 33 (2) (a) of SEBI listing regulations, The quarterly financial results submitted shall be approved by the board of directors: Provided that while placing the financial results before the board of directors, the chief executive officer and chief financial officer of the listed entity shall certify that the financial results do not contain any false or misleading statement or	Regulation 33(2)(a) of SEBI Listing Regulations	Certificates from CEO and CFO certifying the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may	-	-	Certificates from CEO and CFO certifying the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the	-	-	Noted for compliance.	

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	figures and do not omit any material fact which may make the statements or figures contained therein misleading.		make the statements or figures contained therein misleading were not placed.			statements or figures contained therein misleading were not placed.				
3	Regulation 30 read with Schedule III of the SEBI Listing Regulations	Regulation 30 read with Schedule III of the SEBI Listing Regulations	Newspaper publication of financial results dated May 18, 2024 was submitted with one day delay.	-	-	Newspaper publication of financial results dated May 18, 2024 was submitted with one day delay.	-	-	Due to Sunday falling on May 19, 2024, the same was filed a day next to it	
4	Regulation 25 (2A) of SEBI	Regulation	Mr. Dinesh	-	-	Mr. Dinesh	-	-	The resolution	

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Listing Regulations, The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by	25(2A) of SEBI Listing Regulations	Kumar Batra, was appointed as Independent Director by passing Ordinary Resolution			Kumar Batra, was appointed as Independent Director by passing Ordinary Resolution			was passed as an ordinary resolution. However, Mr. Dinesh Batra is appointed as an Independent Director with 99.99% of votes casted in favour of his appointment, wherein the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.	
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the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A): Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast									
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	against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution									
5	As per Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special	Regulation 17(6)(e) of SEBI Listing Regulations	The Company is having more than one executive Director s, i.e. Mr. Ashok Kanodia and Mr Nikhil Kanodia , the remunere	-	-	The Company is having more than one executive Directors , i.e. Mr. Ashok Kanodia and Mr Nikhil Kanodia, the remuneration paid them	-	-	Noted for compliance	

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resolution in general meeting, if-		ration paid them during the year was in excess of 5% of the profits o the Compan y. Howeve r, the remune ration of Mr. Nikhil Kanodia , was not approve d by way of special resoluti on for			during the year was in excess of 5% of the profits o the Company However, the remuner ation of Mr. Nikhil Kanodia, was not approved by way of special resolutio n for the period April 1, 2024 to August 11, 2024				
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			the period April 1, 2024 to August 11, 2024							
6	As per Regulation 23(2) of SEBI Listing Regulations, All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the listed entity	As per Regulation 23(2) of SEBI Listing Regulations	Remuneration paid to Mr. Ashok Kanodia and Mr. Nikhil Kanodia, were not approved by the Audit Committee	-	-	Remuneration paid to Mr. Ashok Kanodia and Mr. Nikhil Kanodia, were not approved by the Audit Committee	-	-	Noted for compliance	
7	Maintenance of structural digital data base in accordance with Regulation 3(5)	Regulation 3(5) and 3(6) of	Non-maintenance of Structural	BSE	Caution letter	Non-maintenance of Structural Digital	No fine imposed but cautioned to	The Company submitted reply vide its letter dated October 29, 2024 that the	The Company submitted reply vide its letter dated October 29,	

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	and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	the SEBI (Prohibition of Insider Trading) Regulations, 2015	Digital Data base			Data base	provide SDD certificate status latest by October 31, 2024, and timeline within which the Company shall be fully compliant with SDD requirements	Company has now purchased the software and maintaining a robust SDD software in compliance with the regulation 3(5) and Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company is maintaining Structural Digital Database w.e.f. October 25, 2024.	2024 that the Company has now purchased the software and maintaining a robust SDD software in compliance with the regulation 3(5) and Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company is maintaining Structural Digital Database w.e.f. October 25, 2024.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirements/ (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/re marks of the Practicing Company Secretary	Management response	Remarks
1.	Reg. 31 of SEBI (LODR) Regulations, 2015 – Holding of specified securities and shareholding pattern.	Reg. 31(1)(b) of SEBI (LODR) Regulation, 2015	High	No action taken	NA	Wrong data submitted in the shareholding pattern	Nil	The listed entity had filed shareholding pattern for the quarters ended June 2023, September 2023 and December 2023 within the time but the same were marked for resubmission due to one or other reason and were correctly filed on 14-02-2024, 14-02-2024 and 04-03-2024	Needful is done	

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								respectively.		
2.	Reg. 23 of SEBI (LODR) Regulations, 2015 – Related Party Transactions	Reg. 23(9) of SEBI (LODR) Regulation, 2015	Low	No action taken	NA	Delay in submission of the related party transactions.	Nil	The listed entity had filed disclosure of related party transaction for the half year ended 30 September 2023 with a delay of one day.	Remedial action taken and filed on time thereafter	
3.	Reg. 34 of SEBI (LODR) Regulations, 2015 – Annual Report	Reg. 34(1)(a) of SEBI (LODR) Regulation, 2015	Medium	No action taken	NA	Delay in submission of annual report to the stock exchange	Nil	The listed entity had submitted the annual report to the stock exchange by delay of few days	Remedial action taken and filed on time thereafter	

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4.	Reg. 31 of SEBI (LODR) Regulations, 2015 - Holding of specified securities and shareholding pattern.	Reg. 31(2) of SEBI (LODR) Regulation, 2015	High	No action taken	NA	Non maintenance of promoter's shareholding in dematerialized form	Nil	Shares held by Mr. Hans Jurgen Wagner (Promoter and Promoter Group) are not in dematerialized form.	Already informed via email to stock exchange, there is no communication with Mr. Wagner for a long time	
5.	Reg. 29 of SEBI (LODR) Regulations, 2015 - Prior Intimations	Reg. 29 of SEBI (LODR) Regulation, 2015	Low	No action taken	NA	Delay in submission of prior intimations to the stock exchange	Nil	(i) The listed entity had submitted the prior intimation of board meeting where financial results were approved for the quarter ended 31 March 2023 to the stock exchange by delay of few days. (ii) The listed entity have not submitted the prior intimation of board meeting where financial results were approved for the	Remedial action taken and filed on time thereafter	

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								quarter ended 30.09.2023 to the stock exchange.		
6.	Reg. 27 of SEBI (LODR) Regulations, 2015 - Other corporate governance requirements	Reg. 27 of SEBI (LODR) Regulation, 2015	low	No action taken	NA	Wrong data submitted in Corporate Governance Report	Nil	Date of Board Meeting held in the previous quarter ended 30 June 2023 is wrongly reported in the Corporate Governance Report for the quarter ended 30 September 2023 to the stock exchange.	Clerical error. due care taken in future.	
7.	Reg. 27 of SEBI (LODR) Regulations, 2015 - Other corporate governance requirements	Reg. 27 of SEBI (LODR) Regulation, 2015	low	No action taken	NA	Non-submission of data in Corporate Governance	Nil	The listed entity has failed to mention the date of re-appointment of Mr. Rajesh Pant (Non-executive Director) in the	Compiled in the corporate governance report for the year ended March 31, 2024	

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						Report		Corporate Governance Report for the quarters ended 30.09.2023 and 31.12.2023 filed with the stock exchange.		
8.	Reg. 9(1) of SEBI (PIT) Regulations, 2015 and Schedule B Code of Conduct	SEBI (PIT) Regulations, 2015- And Schedule B	High	No action taken	NA	Non closure of trading window	Nil	The listed entity had failed to close the trading window for the quarter ended 30 June 2023, and 30 September 2023 in respect of securities to which such unpublished price sensitive information relates.	Remedial action taken and filed on time thereafter	

c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of	YES	The Company has generally complied with Secretarial Standards issued applicable (SS) by the Institute of Company

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			Regulations are the website link of the Company and do not directs to the relevant document(s)/section of the website.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-Based on the disclosure received from the Directors.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	Performance Evaluation: The listed entity has conducted performance	YES	

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	along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		LODR Regulations, 2015. However, one disclosure for submission of newspaper publication of financial results dated May 18, 2024 was submitted with one day delay.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	yes*	The Company has in place structured digital data base w.e.f. October 25, 2024 and software for the same was deployed w.e.f. October 25, 2024 in compliance with the Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

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11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	No	As provided in the separate paragraph hereinabove.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	As provided under separate paragraph hereinabove.

*for part of the year



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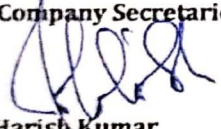


I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI Listing Regulations – Not applicable

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Harish Popli & Associates
Company Secretaries


Harish Kumar

Proprietor

FCS: 11918, COP: 22475

Peer Review Certificate no. 1985/2022

Place: Panipat

Date: 30/05/2025



UDIN: F011918G000517137

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