

NOTICE

NOTICE is hereby given that the **Seventeenth (17th) Annual General Meeting (“AGM”)** of the members of Gala Precision Engineering Limited (“**the Company**”) will be held on Tuesday *15th July* at 03.30 P.M (IST) through video conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”), for which purpose the Registered office of the Company situated at A-801, 8th Floor, Thane One DIL Complex, Ghodbunder Road Majiwade, Thane (West) Thane 400610 shall be deemed venue for the AGM and the proceedings of the AGM shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 along with the notes forming part thereof and together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. Kirit Vishanji Gala (DIN 01540274), Chairman and Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Ms. Varsha Rajaram Galvankar (DIN: 00124603) as an Independent Director of the Company for a second term of 3 (Three) consecutive years commencing from November 30, 2025.

To consider, and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 (“**the Act**”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee (“**the NRC**”) and the Board of Directors (hereinafter referred to as the “**Board**”), approval of the members of the Company be and is hereby accorded for the re-appointment of Ms. Varsha Rajaram Galvankar (DIN: 00124603) who was appointed as an Independent Director of the Company in the Extra-Ordinary General meeting (“**EOGM**”) held on January 15, 2024, who holds office up to November 29, 2025 and has submitted a declaration confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of 3 (Three) consecutive years commencing from November 30, 2025 up to November 29, 2028.

RESOLVED FURTHER THAT Ms. Varsha Rajaram Galvankar has provided her consent to act as an Independent Director of the Company for her second term, the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the declaration in respect of her meeting the criteria for appointment as an Independent Director of the Company under the Companies Act, 2013, and as amended from time to time.

RESOLVED FURTHER THAT Mr. Kirit V Gala, Managing Director and/ or Company Secretary of the Company be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

4. To Fix remuneration of Mr. Kirit Vishanji Gala (DIN 01540274), Chairman and Managing Director of the Company.

To consider, and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and the Rules framed thereunder, and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee (“**the NRC**”) and the Board of Directors (hereinafter referred to as the “**Board**”), approval of the members of the Company be and

is hereby accorded for fixing the remuneration of Mr. Kirit Vishanji Gala (DIN 01540274), Chairman and Managing Director of the Company, on such terms and conditions as set out in this resolution and the explanatory statement annexed to this notice.

RESOLVED THAT the Board of Directors, on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to increase the remuneration of Mr. Kirit Vishanji Gala by up to 20% annually on a year-on-year basis, calculated on the preceding year's remuneration, during the balance tenure of his appointment ending November 29, 2028.

FURTHER RESOLVED that except for the revision in the Total Remuneration as above and more detailed in the explanatory statement annexed to this notice, all other terms and conditions of remuneration, as approved earlier by the Members in the Extra-Ordinary General Meeting ("**EOGM**") held on January 15, 2024, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, will continue to be applicable in the event of inadequacy or absence of profits in any Financial Year during the aforesaid period of his appointment, the Company will pay remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors (including its committee thereof), subject to necessary approvals.

RESOLVED FURTHER THAT pursuant to provision of sections 197, 198 and applicable provisions of the Act, the consent of the members of the Company be and is hereby accorded to approve for payment of remuneration to Directors and managerial remuneration to the Managing Director and Whole-time Directors of the Company including the above fixation of remuneration, in excess of the percentage of the net profit of each Financial Year as prescribed in section 197 of the Act or provisions as may be relevant or waive refund of excess payment, on recommendation of the Nomination and Remuneration Committee and/or as may be permitted under the Act or applicable law.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Kirit Vishanji Gala (DIN 01540274) within the annual increment as stated out in this resolution and the explanatory statement annexed to this notice, notwithstanding that the remuneration payable to him in any year exceeds INR 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the pendency of his tenure i.e. up to 29 November 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/or vary and/or revise the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Kirit Vishanji Gala (DIN 01540274), Chairman Managing and Director of the Company in the light of further progress of the Company within the overall limits under the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

5. To Fix remuneration of Mr. Balkishan Shyamsunder Jalan (DIN: 02876873), Whole-time Director of the Company.

To consider, and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and the Rules framed thereunder, and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee ("**the NRC**") and the Board of Directors (hereinafter referred to as the "**Board**"), approval of the members of the Company be and

is hereby accorded for fixing the remuneration of Mr. Balkishan Shyamsunder Jalan (DIN: 02876873), Whole-time Director of the Company, on such terms and conditions as set out in this resolution and the explanatory statement annexed to this notice.

RESOLVED THAT the Board of Directors, on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to increase the remuneration of Mr. Balkishan Jalan by up to 20% annually on a year-on-year basis, calculated on the preceding year's remuneration, during the balance tenure of his appointment ending November 29, 2028.

FURTHER RESOLVED that except for the revision in the Total Remuneration as above and more detailed in the explanatory statement annexed to this notice, all other terms and conditions of remuneration, as approved earlier by the Members in the Extra-Ordinary General Meeting ("EOGM") held on January 15, 2024, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, will continue to be applicable in the event of inadequacy or absence of profits in any Financial Year during the aforesaid period of his appointment, the Company will pay remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors (including its committee thereof), subject to necessary approvals.

RESOLVED FURTHER THAT pursuant to provision of sections 197, 198 and applicable provisions of the Act, the consent of the members of the Company be and is hereby accorded to approve for payment of remuneration to Directors and managerial remuneration to the Managing Director and Whole-time Directors of the Company including the above fixation of remuneration, in excess of the percentage of the net profit of each Financial Year as prescribed in section 197 of the Act or provisions as may be relevant or waive refund of excess payment, on recommendation of the Nomination and Remuneration Committee and/or as may be permitted under the Act or applicable law.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Balkishan Shyamsunder Jalan (DIN: 02876873) within the annual increment as stated out in this resolution and the explanatory statement annexed to this notice, notwithstanding that the remuneration payable to him in any year exceeds INR 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the pendency of his tenure i.e. up to 29 November 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/or vary and/or revise the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Balkishan Shyamsunder Jalan (DIN: 02876873), Whole-time Director of the Company in the light of further progress of the Company within the overall limits under the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

6. To Fix remuneration of Mr. Satish Dayaldas Kotwani (DIN: 03154231), Whole-time Director of the Company.

To consider, and if thought fit, pass the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and the Rules framed thereunder, and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee ("the NRC") and the Board of Directors (hereinafter referred to as the "Board"), approval of the members of the Company be and

is hereby accorded for fixing the remuneration of Mr. Satish Dayaldas Kotwani (DIN: 03154231), Whole-time Director of the Company, on such terms and conditions as set out in this resolution and the explanatory statement annexed to this notice.

RESOLVED THAT the Board of Directors, on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to increase the remuneration of Mr. Satish Dayaldas Kotwani by up to 20% annually on a year-on-year basis, calculated on the preceding year's remuneration, during the balance tenure of his appointment ending November 29, 2028.

FURTHER RESOLVED that except for the revision in the Total Remuneration as above and more detailed in the explanatory statement annexed to this notice, all other terms and conditions of remuneration, as approved earlier by the Members in the Extra-Ordinary General Meeting ("EOGM") held on January 15, 2024, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, will continue to be applicable in the event of inadequacy or absence of profits in any Financial Year during the aforesaid period of his appointment, the Company will pay remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors (including its committee thereof), subject to necessary approvals.

RESOLVED FURTHER THAT pursuant to provision of sections 197, 198 and applicable provisions of the Act, the consent of the members of the Company be and is hereby accorded to approve for payment of remuneration to Directors and managerial remuneration to the Managing Director and Whole-time Directors of the Company including the above fixation of remuneration, in excess of the percentage of the net profit of each Financial Year as prescribed in section 197 of the Act or provisions as may be relevant or waive refund of excess payment, on recommendation of the Nomination and Remuneration Committee and/or as may be permitted under the Act or applicable law.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to pay the remuneration to Mr. Satish Dayaldas Kotwani (DIN: 03154231) within the annual increment as stated out in this resolution and the explanatory statement annexed to this notice, notwithstanding that the remuneration payable to him in any year exceeds INR 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the pendency of his tenure i.e. up to 29 November 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/or vary and/or revise the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Satish Dayaldas Kotwani (DIN: 03154231), Whole-time Director of the Company in the light of further progress of the Company within the overall limits under the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

7. To approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Smeet Kirit Gala

To consider, and if thought fit, pass the following Resolution as a **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), other applicable laws and in accordance with the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded that Mr. Smeet Gala, who is relative of Managing Director & Chairman of the Company, is permitted to hold office or place of profit in the Company, on a

maximum remuneration (excluding allowances and reimbursement of expenses in line with the Company's Policy) of ₹1,00,00,000/- (Rupees One Crore Only) per annum and on such terms and conditions as set out in the explanatory statement attached hereto which shall be deemed to form part hereof, subject to alteration and variation in the terms and conditions of the said appointment and remuneration, from time to time, in line with the policy of the Company and within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/ revisions in the remuneration payable to Mr. Smeet Gala from time to time in accordance with the Company's policy on performance measurement and such other applicable/ relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing applications and seeking all necessary approvals from relevant authorities (if required) to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek 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 further authorized to delegate all or any of the powers herein conferred to directors(s), committee(s), officer(s) representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

8. Appointment of M/s. D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm as the Secretarial Auditors of the Company.

To consider, and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("**the Act**"), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm, as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

9. To ratify the remuneration of M/s. Shekhar Joshi & Co. (Membership Number-10700) Cost Auditors of the Company for the financial year 2025-26.

To consider, and if thought fit, pass the following Resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), the Company be and hereby ratifies the remuneration of ₹75000/- [*Seventy Five Thousand only*] per annum plus applicable taxes and reimbursement of out of pocket expenses incurred for the purpose of Audit as approved by the Board of Directors, payable to M/s Shekhar Joshi & Co. Cost accountant, (Membership Number: 10700), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year from April 1, 2025 to March 31, 2026,.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution.

By order of the Board of Directors
For **GALA PRECISION ENGINEERING LIMITED**

Kirit V. Gala
DIN: 01540274
Chairman and Managing Director

Place: Thane

Date : May 27, 2025

Registered Office:

A-801, 8th Floor, Thane One DIL Complex, Ghodbunder Road Majiwade,
Thane (West), Thane - 400610. India

Tel: +91 022-69309224;

Email: investor.relations@galagroup.com;

Website: www.galagroup.com;

CIN: L29268MH2009PLC190522

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting ("the AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue of the AGM shall be the Registered Office of the Company. The procedure for joining the AGM through VC / OAVM is mentioned in this Notice.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, since the AGM is being held in accordance with the MCA Circulars through VC / OAVM, the facility for appointment of proxies by the Members will not be available.
3. As this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Hence, the Attendance Slip and Route Map for the venue of the Meeting are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be reckoned for quorum as per Section 103 of the Act.
5. All Members, including Institutional Investors, are encouraged to attend and vote at the AGM. An Institutional / Corporate Member (i.e., other than individuals / HUF, NRI, etc.) is required to send a scanned document (PDF/JPG Format) of the certified true copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dmz@dmzaveri.com with a copy marked to investor.relations@galagroup.com or uploaded by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
6. In line with MCA Circulars and SEBI circulars, the Annual Report including the Notice calling the AGM FY 2024-25 is being sent through the electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The cut-off date for receiving Annual Report including the Notice through e-mail is Friday 13th June 2025. A Member can request for a copy of the Annual Report by sending an e-mail to the Company at investor.relations@galagroup.com. Members may note that the Annual Report including the Notice will also be available on the website of the Company at www.galagroup.com/investor-relations/. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in/>
7. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Tuesday 8th July 2025 ("cut-off date"), may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company ("RTA"), Link Intime India Private Limited at email mt.helpdesk@linkintime.co.in
8. For the purpose of receiving the Annual Report including the Notice of the AGM through electronic mode in case the e-mail address is not registered with the respective Depository Participants / Company / RTA, the Company shall be providing a letter providing the web-link highlighting the exact path, where complete details of the annual report would be available to the members and further the members may register their e-mail addresses by sending an e-mail to the Company at investor.relations@galagroup.com with the following details mentioned in e-mail: DP ID & Client ID, name of the shareholder and PAN.

DOCUMENTS RELATING TO NOTICE AND AGM:

9. Explanatory Statement setting out material facts concerning the business in respect of Item Nos. 3 to 8 mentioned in the above Notice is annexed to the Notice.

10. Brief profile of the Directors seeking appointment as per Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and duly notified by the Central Government is annexed to the Notice.
11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and the Certificate from the Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents referred to in this Notice and the Explanatory Statement shall be available for inspection through electronic mode. Members are requested to write to the Company on investor.relations@galagroup.com up to the date of the AGM i.e. Tuesday, July 15, 2025 for inspection of said documents.

SHARES RELATED INFORMATION:

12. As per Section 72 of the Act, Members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by duly submitting Form No. SH-13. Members holding shares in electronic form may submit the same to their respective DPs.
13. As on the date of this Notice all the shares of the Company are held in dematerialised form except 1 share for which the Company had received the re-materialisation request and the same has been duly executed during the Financial Year 2024-25.
14. SEBI has mandated the submission of copy of Permanent Account Number (PAN) card by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the copy of PAN card to their DPs with whom they are maintaining their demat accounts.
15. 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 accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. Members are requested to intimate changes, if any pertaining to change of name / address, email address, telephone / mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to RTA.
17. All the investor related communication and grievances may be addressed to the Registrar and Transfer Agent of the Company at their following address:

**MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)**

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai,
Maharashtra, India, 400083.
SEBI Registration No: INR000004058
Contact Person: Shanti Gopalkrishnan
Website: <https://in.mpms.mufg.com/>
Telephone: +91 810 811 4949
Helpdesk Email: RNT Helpdesk rnt.helpdesk@in.mpms.mufg.com

INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS FOLLOW:

18. Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, e-voting facility is being provided to the Members for all business to be transacted at the AGM.
19. Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote

e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through MUFG Intime India Private Limited. Necessary arrangements have been made by the Company with MUFG Intime India Private Limited to facilitate remote e-voting and e-voting during the AGM.

20. The Members can join the AGM in the VC / OAVM mode 15 (Fifteen) minutes before the scheduled time of the commencement of the AGM and while the AGM is in progress, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders 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 serve basis. Institutional Investors who are Members of the Company, are encouraged to attend the AGM and vote.
21. The voting rights of the Members shall be in proportion to their share in paid-up equity share capital as on the Cut-Off Date. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. The Company has appointed Mr. Dharmesh M. Zaveri, of D. M. Zaveri & Co, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in a fair and transparent manner for the businesses to be transacted at the AGM.

Remote e-Voting Instructions for shareholders:

- i) The e-voting facility (remote e-voting and e-voting at the AGM) will be provided by MUFG Intime India Private Limited
- ii) The remote e-voting period commences on Friday 11th July 2025 (9:00 a.m. IST) and ends on Monday 14th July 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. During this period, Members of the Company, holding shares as on the cut-off date, may cast their vote electronically.
- iii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- iv) A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access remote e-Voting facility.

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

Individual Shareholders holding securities in Demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a. Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b. Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c. Click on "MUFG INTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a. To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- b. Proceed with updating the required fields.
- c. Post registration, user will be provided with Login ID and password.
- d. After successful login, click on “Access to e-voting”.
- e. Click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a. Visit URL: <https://www.evoting.nsdl.com/>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e. Click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b. Click on New System Myeasi
- c. Login with user id and password
- d. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG NTIME, for voting during the remote e-voting period.
- e. Click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a. To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided Login ID and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

6. Visit URL: <https://www.cdslindia.com/>
7. Go to e-voting tab.
8. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- a) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- b) After successful authentication, click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in Demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your Demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- Login to DP website
- After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- After successful authentication, click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in Demat mode as on the cut-off date for e-voting may register for e-Voting facility of MUFG Intime as under:

Step 1: Registration Process for e-Voting facility of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) is given as under:

Visit URL: <https://instavote.linkintime.co.in>

- Click on “**Sign Up**” under ‘**SHAREHOLDER**’ tab and register with your following details: -

Field	Details
A. User ID	Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID.
B. PAN	Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable)
C. DOB / DOI	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
D. Bank Account Number	Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ♦ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ♦ Enter Image Verification (CAPTCHA) Code.
- ♦ Click “**Submit**” (Your password is now generated).

Step 2: Shareholders who have registered for INSTAVOTE facility:

- Click on ‘**Login**’ under ‘**SHAREHOLDER**’ tab.

- User ID: Enter your User ID
- Password: Enter your Password

- C. Enter Image Verification (CAPTCHA) Code and
- D. Click on **'Submit'**.

Step 3: Process to cast your vote electronically upon registration

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e. Body corporate shareholders can also send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dmz@dmzaveri.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at investor.relations@galagroup.com
- f. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- g. While first login, entity will be directed to change the password and login process is completed.

STEP 2 – Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on "Investor Mapping" tab under the Menu Section
- c. Map the Investor with the following details:
 - a. Investor ID' -
 1. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 2. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity as updated with DP.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Method 1 - Votes Entry

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on '**Votes Entry**' tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote under "**On-going Events**".
- Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e., Favour / Against, click on '**Submit**'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Method 2 - Votes Upload

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option '**Favour / Against**' in excel and upload the same under '**Upload Vote File**' option.
- Click on '**Submit**'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

A. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in DEMAT mode:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

B. Helpdesk for Individual Shareholders holding securities in DEMAT mode:

Individual Shareholders holding securities in DEMAT mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

Forgot Password:

A. Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in DEMAT mode who has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website: <https://instavote.linkintime.co.in>

- ♦ Click on 'Login' under 'SHAREHOLDER' tab and further Click 'forgot password?'
- ♦ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

B. Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website <https://instavote.linkintime.co.in>

- ♦ Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- ♦ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

C. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

23. Mr. Rajiv Ranjan, Assistant Vice President - e-voting, MUFG Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Contact no.: +91 22 49186000, email id: enotices@in.mpms.muvg.com, is responsible for addressing the grievances connected with facility for voting by electronic means.

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 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 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.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

☐ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- ♦ Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- ♦ Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- ♦ Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

☐ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

DECLARATION OF RESULTS:

- 24** The scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman, after the completion of scrutiny of e-voting (votes cast through remote e-voting and votes cast during the AGM), not later than 48 hours from the conclusion of the AGM. The result declared along with the scrutiniser's report will be placed on the website of the Company www.galagroup.com/investor-relations/ and on the website of MUFG Intime Insta Vote at <https://instavote.linkintime.co.in/>. The result will simultaneously be communicated to the Stock Exchanges.

By order of the Board of Directors
For **GALA PRECISION ENGINEERING LIMITED**

Kirit V. Gala

DIN: 01540274

Chairman and Managing Director

Place: Thane

Date : May 27, 2025

Registered Office:

A-801, 8th Floor, Thane One DIL Complex,
Ghodbunder Road Majiwade,

Thane (West), Thane - 400610. India

Tel: +91 022-69309224;

Email: investor.relations@galagroup.com;

Website: www.galagroup.com;

CIN: L29268MH2009PLC190522

EXPLANATORY STATEMENT

The following explanatory statement pursuant to section 102 of the Companies act, 2013 sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice of AGM.

ITEM NO.3:

Ms. Varsha Rajaram Galvankar (DIN: 00124603) was appointed as an Independent Director of the Company in the Extra-Ordinary General meeting held on January 15, 2024, for a period of 2 years, effective from November 30, 2023 until November 29, 2025 (both day inclusive).

Following the performance evaluation of Ms. Varsha and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms. Varsha Rajaram Galvankar as a Non-Executive Independent Director of the Company for a second term of 3 (Three) consecutive years, commencing from November 30, 2025 up to November 29, 2028, subject to the approval of the Members.

Ms. Varsha abstained from discussion and voting on the matter concerning her appointment during the meetings of NRC as well as the Board of Directors.

The profile and specific areas of expertise of Ms. Varsha are provided as an Annexure to this Notice.

Ms. Varsha has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). She also affirmed that she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent for such re-appointment. In the opinion of the Board, Ms. Varsha is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, Ms. Varsha has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Ms. Varsha that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Ms. Varsha has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering her experience, the Board deems it desirable and in the interest of the Company to continue Ms. Varsha on the Board, and accordingly recommends the re-appointment of Ms. Varsha Rajaram Galvankar (DIN: 00124603) as an Independent Director for a second term of 5 (Five) consecutive years, as proposed in Resolution no. 5 for approval by the Members as a Special Resolution.

Except for Ms. Varsha Rajaram Galvankar and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company at <https://www.galagroup.com/wp-content/uploads/2024/01/NRC-Policy.pdf> which is available in public domain for viewing.

ITEM NO.4:

At the Extra-Ordinary General Meeting ("EOGM") of the Company held on January 15, 2024, based on the recommendation of the Board of Directors, the Shareholders had inter alia approved the appointment of and payment of remuneration to Mr. Kirit Vishanji Gala (DIN 01540274) as an Executive Chairman of the Company for a period of 5 (Five) years, effective date being November 30, 2023.

Mr. Kirit Vishanji Gala is instrumental in defining and enhancing the brand of Gala. His unwavering commitment to providing feedback and guidance on critical matters, along with his vast experience, significantly bolsters the Company's leadership. As the Company embarks on ambitious strategic growth plans, his role becomes even more vital, requiring his active

participation in key decision-making processes. Addressing these intricate challenges will demand both his expertise and an increased investment of time.

In his capacity as an entrepreneur, Mr. Kirit Vishanji Gala supports the Chairman and Managing Director role with a strong emphasis on strategic planning, risk management and external relations particularly in view of the Company being listed Company. Recognizing these contributions and following the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors at its Meeting held on May 27, 2025, approved the revision in the total remuneration to be paid to Mr. Kirit Vishanji Gala for an annual increment upto 20% on year on year basis calculated on the preceeding year reumeration for the remaining tenure of Mr Kirit Vishanji Gala appointment i.e up to November 29, 2028.

Except for the revision in the total remuneration amount, with provision upto 20% annual increment, all other terms and conditions of remuneration, as approved earlier by the Members at the EOGM of the Company held on January 15, 2024, remain unchanged and continue to be effective.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Kirit Vishanji Gala under Section 190 of the Act.

Pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in General Meeting, if the remuneration payable to any such Executive Director in any year exceeds INR 5 Crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of the tenure of the Executive Director. Hence, the approval of the members is sought by way of a special resolution for item 6 wherein the remuneration of Mr. Kirit Vishanji Gala, Chairman and Managing Director of the Company is being approved.

Details of Mr. Kirit Vishanji Gala are as per given below in point No. ii of “Information required under Section II, Part II of Schedule V of the Companies Act, 2013”, pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India except the profile as provide below:

Profile:

Kirit Gala is the Managing Director of our Company. He is one of the Promoters of our Company. He been associated with our Company since its incorporation. He has completed his Bachelor’s degree in Mechanical Engineering from University of Mumbai.

A true leader who led the company on to a fast track growth by globalization. After achieving market leadership status for Gala in three niche market products in India, he successfully led the business in other Asian and European Markets.

As a strong believer in value system backed with scientific management principles, he has developed a highly dedicated management team at Gala. Partnering with Private Equity, implementing aggressive growth plans and creating a win-win situation for all stake holders and partners is his strength.

Mr. Kirit Vishanji Gala is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Kirit Vishanji Gala may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors Recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:
i. General Information

Particulars	Details										
Nature of Industries	Precision Engineering and Components Manufacturing										
Date or expected date of commencement of commercial production	Not Applicable										
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
Financial performance based on given indicators	<table> <tr> <th>Particulars</th><th>Amt in Million</th></tr> <tr> <td>Gross Turnover & Income</td><td>2422.05</td></tr> <tr> <td>Net Profit as per Statement of Profit & Loss (After Tax)</td><td>269.04</td></tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013</td><td>333.66</td></tr> <tr> <td>Net Worth</td><td>2564.38</td></tr> </table>	Particulars	Amt in Million	Gross Turnover & Income	2422.05	Net Profit as per Statement of Profit & Loss (After Tax)	269.04	Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	333.66	Net Worth	2564.38
Particulars	Amt in Million										
Gross Turnover & Income	2422.05										
Net Profit as per Statement of Profit & Loss (After Tax)	269.04										
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	333.66										
Net Worth	2564.38										
Foreign Investments or collaborations, if any.	Not Applicable										

ii. Brief Profile of Mr. Kirit Vishanji Gala [Pursuant to Secretarial Standard 2 (SS-2)] and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr Kirit Vishanji Gala
DIN	01540274
Age	62 Years
Qualification	As detailed above in the profile
Experience / Job Profile /Suitability	Details provided in Explanatory statement
Terms and Conditions of appointment	As detailed in the resolution passed in passed by the members of the Company in the EOGM held on January 15, 2024
Remuneration last drawn from the Company	11.22 Millions
Remuneration proposed	As stated above in the statement
Justification for choosing the appointees as Independent Director	Not Applicable
Date of first appointment on the Board of the Company.	June 1, 2009
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr Kirit Vishanji Gala is not related to any of the other Directors & KMP
Shareholding in the Company (as on the date of AGM Notice)	27,91,548 Shares
Directorships of other Board	1. Deltecs Infotech Private Limited 2. Kutchi Angel Network Private Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	None

Description	Details
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Taking into consideration the size of the Company, the profile of Mr Kirit Vishanji Gala, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Executive Chairman is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	Besides the remuneration proposed to be paid to him, Mr Kirit Vishanji Gala does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.
Recognition or awards	None

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs.269.04(Millions) during the year ended March, 31, 2025.
Steps taken or proposed to be taken for improvement.	Not applicable as the Company has adequate profits.
Expected increase in productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

ITEM NO.5:

At the Extra-Ordinary General Meeting (“**EOGM**”) of the Company held on January 15, 2024, based on the recommendation of the Board of Directors, the Shareholders had inter alia approved the appointment of and payment of remuneration to Mr. Balkishan Shyamsunder Jalan (DIN: 02876873) as an Whole-time (Executive) Director of the Company for a period of 5 (Five) years, effective date being November 30, 2023.

Mr. Balkishan Shyamsunder Jalan unwavering commitment and guidance on critical matters, along with his vast experience, significantly bolsters the Company’s management. As the Company embarks on ambitious strategic growth plans, his role becomes even more vital, requiring his active participation in key decision-making processes. Addressing these intricate challenges will demand both his expertise and an increased investment of time.

Mr. Balkishan Shyamsunder Jalan supports the Executive Director role with a strong emphasis on strategic planning, risk management and external relations. Recognizing these contributions and following the recommendation of the Nomination & Remuneration Committee (“**NRC**”), the Board of Directors at its Meeting held on May 27, 2025, approved the revision in the total remuneration to be paid to Mr. Balkishan Shyamsunder Jalan for an annual increment upto 20% on year on year basis calculated on the preceeding year reumeration for the remaining tenure of Mr Balkishan Jalan appointment i.e up to November 29, 2028.

Except for the revision in the total remuneration amount, with provision upto 20% annual increment all other terms and conditions of remuneration, as approved earlier by the Members at the EOGM of the Company held on January 15, 2024, remain unchanged and continue to be effective.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Balkishan Shyamsunder Jalan under Section 190 of the Act.

Details of Mr. Balkishan Shyamsunder Jalan are as per given below in point No. ii of “Information required under Section II, Part II of Schedule V of the Companies Act, 2013”, pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India except the profile as provide below:

Profile:

Mr. Balkishan Shyamsunder Jalan is the Executive Director of our Company. He has been associated with our Company since its incorporation. He holds a bachelor's degree in Commerce from University of Mumbai. He is a qualified Chartered Accountant. He has been associated with our Company since its incorporation and has 28 years of experience in operations.

His business acumen and entrepreneurship combined with management skills of a true professional make him an outstanding contributor to the gala group's success and adherence to core values.

Mr. Balkishan Shyamsunder Jalan is interested in the resolution set out at Item No. 7 of the Notice. The relatives of Mr. Balkishan Shyamsunder Jalan may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors Recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**i. General Information**

Particulars	Details										
Nature of Industries	Precision Engineering and Components Manufacturing										
Date or expected date of commencement of commercial production	Not Applicable										
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
Financial performance based on given indicators	<table> <tr> <th>Particulars</th><th>Amt in Million</th></tr> <tr> <td>Gross Turnover & Income</td><td>2422.05</td></tr> <tr> <td>Net Profit as per Statement of Profit & Loss (After Tax)</td><td>269.04</td></tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013</td><td>333.66</td></tr> <tr> <td>Net Worth</td><td>2564.38</td></tr> </table>	Particulars	Amt in Million	Gross Turnover & Income	2422.05	Net Profit as per Statement of Profit & Loss (After Tax)	269.04	Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	333.66	Net Worth	2564.38
Particulars	Amt in Million										
Gross Turnover & Income	2422.05										
Net Profit as per Statement of Profit & Loss (After Tax)	269.04										
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	333.66										
Net Worth	2564.38										
Foreign Investments or collaborations, if any.	Not Applicable										

ii. Brief Profile of Mr. Balkishan Shyamsunder Jalan [Pursuant to Secretarial Standard 2 (SS-2)] and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr. Balkishan Shyamsunder Jalan
DIN	02876873
Age	54 Years
Qualification	As detailed above in the profile
Experience / Job Profile /Suitability	Details provided in Explanatory statement
Terms and Conditions of appointment	As detailed in the resolution passed in passed by the members of the Company in the EOGM held on January 15, 2024
Remuneration last drawn from the Company	11.21 Millions
Remuneration proposed	As stated above in the statement
Justification for choosing the appointees as Independent Director	Not Applicable

Description	Details
Date of first appointment on the Board of the Company.	November 1, 2009
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Balkishan Shyamsunder Jalan is not related to any of the other Directors & KMP
Shareholding in the Company (as on the date of AGM Notice) Including HUF	303504 Shares
Directorships of other Board	None
Membership/Chairmanship of Committees of Board of Directors of other companies	None
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Taking into consideration the size of the Company, the profile of Mr. Balkishan Shyamsunder Jalan, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Whole-time (Executive) Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	Besides the remuneration proposed to be paid to him, Mr. Balkishan Shyamsunder Jalan does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.
Recognition or awards	None

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs.269.04 (Millions) during the year ended March, 31, 2025.
Steps taken or proposed to be taken for improvement.	Not applicable as the Company has adequate profits.
Expected increase in productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

ITEM NO.6:

At the Extra-Ordinary General Meeting (“**EOGM**”) of the Company held on January 15, 2024, based on the recommendation of the Board of Directors, the Shareholders had inter alia approved the appointment of and payment of remuneration to Mr. Satish Dayaldas Kotwani (DIN:03154231) as an Whole-time (Executive) Director, Marketing of the Company for a period of 5 (Five) years, effective date being November 30, 2023.

Mr. Satish Dayaldas Kotwani unwavering commitment and guidance marketing aspects, along with his vast experience, significantly bolsters the Company's profits in branding its products to the market at large. As the Company embarks on ambitious strategic growth plans, his role becomes even more vital, requiring his active participation in key decision-making processes. Addressing these intricate challenges will demand both his expertise and an increased investment of time.

Mr. Satish Dayaldas Kotwani supports the Executive Director role with a strong emphasis majorly on external relations. And product marketing. Recognizing these contributions and following the recommendation of the Nomination & Remuneration Committee (“**NRC**”), the Board of Directors at its Meeting held on May 27, 2025, approved the revision in the total remuneration to be paid to Mr. Satish Dayaldas Kotwani for an annual increment upto 20% on year on year basis calculated on the preceeding year reumeration for the remaining tenure of Mr. Satish Dayaldas Kotwani appointment i.e up to November 29, 2028.

Except for the revision in the total remuneration amount, with provision upto 20% annual increment all other terms and conditions of remuneration, as approved earlier by the Members at the EOGM of the Company held on January 15, 2024, remain unchanged and continue to be effective.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Satish Dayaldas Kotwani under Section 190 of the Act.

Details of Mr. Satish Dayaldas Kotwani are as per given below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013", pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India except the profile as provide below:

Profile:

Mr. Satish Dayaldas Kotwani is the Executive Director of our Company. He has completed his Diploma in Mechanical Engineering conducted by the Board of Technical Examinations, Maharashtra, in the year 1991 and the Diploma in Management from N.G. Bedekar College of Commerce in the year 1992. He has also completed his Diploma in Marketing Management from the Bombay Institute of Management Studies in the year 1996. He has been associated with our Company since its incorporation and has 33 years of experience in marketing.

He is a global player, who has successfully developed Asian and European markets and also contributed significantly in market and products development strategies. People recognize him as a true team player and an effective leader. He was instrumental in integrating sales and business development functions of Compressor valve business with Hoerbiger, an European Multinational.

Mr. Satish Dayaldas Kotwani is interested in the resolution set out at Item No. 8 of the Notice. The relatives of Mr. Satish Dayaldas Kotwani may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors Recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

Particulars	Details										
Nature of Industries	Precision Engineering and Components Manufacturing										
Date or expected date of commencement of commercial production	Not Applicable										
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
Financial performance based on given indicators	<table> <tr> <th>Particulars</th><th>Amt in Million</th></tr> <tr> <td>Gross Turnover & Income</td><td>2422.05</td></tr> <tr> <td>Net Profit as per Statement of Profit & Loss (After Tax)</td><td>269.04</td></tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013</td><td>333.66</td></tr> <tr> <td>Net Worth</td><td>2564.38</td></tr> </table>	Particulars	Amt in Million	Gross Turnover & Income	2422.05	Net Profit as per Statement of Profit & Loss (After Tax)	269.04	Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	333.66	Net Worth	2564.38
Particulars	Amt in Million										
Gross Turnover & Income	2422.05										
Net Profit as per Statement of Profit & Loss (After Tax)	269.04										
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	333.66										
Net Worth	2564.38										
Foreign Investments or collaborations, if any.	Not Applicable										

ii. Brief Profile of Mr. Satish Dayaldas Kotwani [Pursuant to Secretarial Standard 2 (SS-2)] and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr. Satish Dayaldas Kotwani
DIN	03154231
Age	51 Years
Qualification	As detailed above in the profile
Experience / Job Profile /Suitability	Details provided in Explanatory statement
Terms and Conditions of appointment	As detailed in the resolution passed in passed by the members of the Company in the EOGM held on January 15, 2024
Remuneration last drawn from the Company	8.70Millions
Remuneration proposed	As stated above in the statement
Justification for choosing the appointees as Independent Director	Not Applicable
Date of first appointment on the Board of the Company.	June 1, 2010
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Satish Dayaldas Kotwani is not related to any of the other Directors & KMP.
Shareholding in the Company (as on the date of AGM Notice)	2,26,760 Shares
Directorships of other Board	None
Membership/Chairmanship of Committees of Board of Directors of other companies	None
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Taking into consideration the size of the Company, the profile of Mr. Satish Dayaldas Kotwani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Whole-time (Executive) Director, Marketing is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	Besides the remuneration proposed to be paid to him, Mr. Satish Dayaldas Kotwani does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.
Recognition or awards	None

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 269.04 (Millions) during the year ended March, 31, 2025.
Steps taken or proposed to be taken for improvement.	Not applicable as the Company has adequate profits.
Expected increase in productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

ITEM NO.7:

In terms of the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on May 27, 2025 have recommended the appointment and remuneration of Mr. Smeet Gala, relative of Managing Director and Chairman of the Company to an Office or Place of Profit.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) (i) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹2,50,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company. Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Company.

Brief Profile

Smeet Kirit Gala is the Vice President (Marketing and Sales) of our Company. He is also one of the promoters of our Company. He has been associated with our Company since April 19, 2021. He holds a bachelor's degree in technology (production engineering branch) from Veermata Jijabai Technological Institute, University of Mumbai (2016). He is associated with Workamp Spaces Private Limited and Slate Workspaces as a director.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

- a) **Name of the related party:** Mr. Smeet Gala.
- b) **Name of the director or key managerial personnel who is related, if any:** Mr. Kirit Gala.
- c) **Nature of relationship:** Mr. Smeet Gala is son of Mr. Kirit Gala.
- d) **Nature, material terms, monetary value and particulars of the contract or arrangement:**

In line with the Policy of the Company, Mr. Smeet Gala to hold the Office or Place of Profit as Vice President-Marketing & Sales on a remuneration payable upto maximum limit of ₹1,00,00,000/- (Rupees One Crore Only) per annum, as may be approved by the Board or any committee thereof as may be authorised by the Board.

- e) **Brief Profile and any other information relevant or important for the members to take a decision**

on the proposed resolution: As mentioned above.

The Board, based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, unanimously, recommends the ordinary resolution as set out in Item No. 7 of this notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Kirit Gala, Chairman and Managing Director and their relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

ITEM NO.8:

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 27, 2025 have approved subject to approval of Members, appointment of M/s D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

Credentials of the Secretarial Auditor:

M/s. D. M. Zaveri & Co., a reputed firm of practicing Company Secretaries with over 24 years of experience. The Firm is specialized in delivering comprehensive professional services across Corporate Laws, Secretarial Audit, Due Diligence Audits, Compliance Audits, SEBI Regulations and FEMA Regulations Securities law including Corporate Governance & CSR, Capital markets, RBI, etc. M/s. D. M. Zaveri & Co. were appointed as Secretarial Auditors of the Company

for conducting secretarial audit for the financial year 2023-24, 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. D. M. Zaveri & Co. is eligible for appointment for a period of five years. Over the years, M/s. D. M. Zaveri & Co., has built a diverse client base and has served many corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

M/s. D. M. Zaveri & Co. has given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024. The firm is Peer reviewed in terms of the guidelines issued by the ICSI.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

5 (Five) consecutive years commencing from April 1, 2025 up to March 31, 2030.

b) Remuneration:

₹1,25,000 (One Lakh Twenty-Five Thousand) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. Besides the Secretarial Audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Fee for subsequent year(s): The Board of Directors and the Audit Committee shall approve revisions to the remuneration for the remaining part of the tenure.

c) Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of Mr. Dharmesh Zaveri, Proprietor of M/s. D. M. Zaveri & Co. for providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. D. M. Zaveri & Co.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past., the Board of Directors recommends passing of the Ordinary Resolution under Item No. 8 of the accompanying Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8.

ITEM NO.9:

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Audit and Records) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications thereof, for the time being in force), the Company is required to audit its cost accounts relating to such products manufactured by the Company covered under the Central Excise Tariff Act, 1985, as prescribed under Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 27, 2025, approved the re-appointment of M/s. Shekhar Joshi & Co (Membership Number-10700) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products, for FY 2025-2026 at a remuneration of ₹75000/- [Seventy Five Thousand only] plus applicable taxes, out-of-pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 9 of the accompanying Notice.

M/s. Shekhar Joshi & Co have furnished a certificate dated 21st May 2025 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board of Directors recommends passing of the Ordinary Resolution at Item No. 9 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives, are in anyway deemed to be concerned or interested in the Resolution.

By order of the Board of Directors
For **GALA PRECISION ENGINEERING LIMITED**

Kirit V. Gala

DIN: 01540274

Chairman and Managing Director

Place: Thane

Date : May 27, 2025

Registered Office:

A-801, 8th Floor, Thane One DIL Complex,
Ghodbunder Road Majiwade,
Thane (West), Thane - 400610. India

Tel: +91 022-69309224;

Email: investor.relations@galagroup.com;

Website: www.galagroup.com;

CIN: L29268MH2009PLC190522

ANNEXURE TO NOTICE

Particulars of Mr. **Kirit Vishanji Gala** and Ms. Varsha Rajaram Galvankar, Directors of the Company seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2

Name of the Director	Mr. Kirit Vishanji Gala	Ms. Varsha Rajaram Galvankar
Age	63 years	58 years
DIN	01540274	00124603
Item No	2	5
Date of Birth	25 August 1962	August 1, 1967
Date of first appointment on Board	June 01, 2009	November 30, 2023
Brief Resume – Qualification	Detailed Explained in Explanatory Statement	Ms. Varsha Rajaram Galvankar , a commerce graduate and a registered tax practitioner is a CEO at GBCA & Associates LLP. a multidisciplinary Chartered Accountant firm. She has been associated with the LLP for more than 31 years and holds experience in the field of NRI Advisory and Foreign Exchange Regulations including Inbound and Outbound Investments- RBI Regulations. She manages the portfolio of many MNCs doing business in India. She also heads Human Resource Department and organization building initiatives in GBCA. She is an active member of the Chamber of Tax Consultants - a body of tax professionals since year 2004 and held various positions as Vice Chairperson of Allied Law Committee, Convenor of International Taxation Study Circle and Chairperson of Students Committee. A passionate Singer, she is closely connected with many NGO's working for Special Children.
Experience	Detailed Explained in Explanatory Statement	Detailed Explained in Explanatory Statement
Expertise in Specific Functional Areas		
Terms and Conditions of Re-appointment along with details of remuneration sought to be paid and last drawn remuneration	As per letter of Appointment.	As per letter of Appointment.
Other Directorships	Private Companies: 1. Deltecs Infotech Private Limited 2. Kutchi Angel Network Private Limited	None
Listed entities from which he has resigned in the past three years	None	None
Chairmanship/ Membership of Committees		None

Name of the Director	Mr. Kirit Vishanji Gala	Ms. Varsha Rajaram Galvankar
In case of Independent Directors – The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Ms. Varsha being a registered tax practitioner and holding vast experience in the field of NRI Advisory and Foreign Exchange Regulations including but not limited to Inbound and Outbound Investments- RBI Regulations and therefore the NRC of the Company proper her re-appointment after taking into consideration the performance evaluation carried out by the Company.
Disclosure of Relation with other Directors & Key Managerial Personnel (KMP) of the Company	Mr Kirit Vishanji Gala is not related to any of the other Directors & KMP	Ms. Varsha Rajaram Galvankar is not related to any of the other Directors & KMP.
Shareholding in the Company held by him/her including shareholding as a beneficial owner (as on March 31, 2025)		Nil
Number of Board Meetings attended in the Financial Year 2024-2025	8	8