

## NOTICE

**NOTICE** is hereby given that the **Eighteenth (18<sup>th</sup>) Annual General Meeting (“AGM”)** of the members of Gala Precision Engineering Limited (“**the Company**”) will be held on Wednesday 1<sup>st</sup> day July 2026 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, 8<sup>th</sup> 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, 2026, 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 Mr. Balkishan Jalan (DIN 02876873), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To re-appoint Ms. Neha Rajen Gada (DIN: 01642373) as an Independent Director of the Company for a second term of 3 (Three) consecutive years commencing from November 30, 2026.

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. Neha Rajen Gada (DIN: 01642373) 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, 2026 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, 2026 up to November 29, 2029.

**RESOLVED FURTHER THAT** Ms. Neha Rajen Gada 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, 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 re-appoint Mr. Snehal Bhupendra Shah (DIN: 00128595) as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from November 30, 2026.

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 Mr. Snehal Bhupendra Shah (DIN: 00128595) 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, 2026 and has submitted a declaration confirming that he 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 5 (Five) consecutive years commencing from November 30, 2026 up to November 29, 2031.

**RESOLVED FURTHER THAT** Mr. Snehal Bhupendra Shah has provided his consent to act as an Independent Director of the Company for his 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 his meeting the criteria for appointment as an Independent Director of the Company under the Companies Act, 2013, 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.

5. To re-appoint Mr. Sudhir Tokarshi Gosar (DIN: 10460551) as an Independent Director of the Company for a second term of 3 (Three) consecutive years commencing from January 11, 2027.

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 Mr. Sudhir Tokarshi Gosar (DIN: 10460551) 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 January 11, 2027 and has submitted a declaration confirming that he 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 January 11, 2027 up to January 10, 2030.

**RESOLVED FURTHER THAT** Mr. Sudhir Tokarshi Gosar has provided his consent to act as an Independent Director of the Company for his 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 his meeting the criteria for appointment as an Independent Director of the Company under the Companies Act, 2013, 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.

6. To ratify the remuneration of M/s. Shekhar Joshi & Co. (Membership Number 10700) Cost Auditors of the Company for the financial year 2026-27.

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 ₹100,000/- [*One Lakh 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, 2026 to March 31, 2027,.

**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**

Sd/-

**Kirit V. Gala**

DIN: 01540274

Chairman and Managing Director

**Place:** Thane

**Date :** May 14, 2026

**Registered Office:**

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

**Tel :** +91 022-69309224,

**Email Id :** investor.relations@galagroup.com

**Website :** [www.galagroup.com](http://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 with 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, 9/2024 dated September 19, 2024 and 03/2025 September 22, 2025 (“**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](mailto:dmz@dmzaveri.com) with a copy marked to [investor.relations@galagroup.com](mailto: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 2025-26 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 5<sup>th</sup> day June 2026. A Member can request for a copy of the Annual Report by sending an e-mail to the Company at [investor.relations@galagroup.com](mailto: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/](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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. 24<sup>th</sup> day June 2026 (“**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](mailto: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](mailto: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 6 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.

Members seeking to inspect the Registers required to be maintained under the Act and all documents referred to in the Notice and Explanatory Statement can send an email to [investor.relations@galagroup.com](mailto:investor.relations@galagroup.com).

**SHARES RELATED INFORMATION:**

11. 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.
12. As on the date of this Notice all the shares of the Company are held in dematerialised form except 1 share.
13. 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.
14. 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
15. 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.
16. 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](mailto: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 27<sup>th</sup> day June 2026 (9:00 a.m. IST) and ends on 30<sup>th</sup> day June 2026 (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 - NSDL OTP based login**

- a. Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- b. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c. Enter the OTP received on your registered email ID/ mobile number and click on login.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- 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 - If registered with NSDL IDeAS facility

### Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- 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:

- To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on “Access to e-voting”.
- 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.

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



## METHOD 3 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsd.com/>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- 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.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- 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

Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).

- Click on New System Myeasi
- Login with user id and password
- 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 INTIME, for voting during the remote e-voting period.
- 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.**

- a. Visit URL: <https://www.cdslindia.com/>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. 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.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) 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>

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

Field	Details
<b>A. User ID</b>	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>B. PAN</b>	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)
<b>C. DOB / DOI</b>	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
<b>D. Bank Account Number</b>	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:

- a) Click on ‘**Login**’ under ‘**SHAREHOLDER**’ tab.
  - A. User ID: Enter your User ID
  - B. 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](mailto: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](mailto:dmz@dmzaveri.com) with a copy marked to RTA at [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) and the Company at [investor.relations@galagroup.com](mailto: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**

Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

- a) Click on “Investor Mapping” tab under the Menu Section
- b) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *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.
- c) Click on Submit button and investor will be mapped now.
- d) 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**

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on ‘**Votes Entry**’ tab under the Menu section.
- c. 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**”.
- d. Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e. 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).
- f. After selecting the desired option i.e., Favour / Against, click on ‘**Submit**’.
- g. 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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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, MUFGE 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.mufg.com](mailto:enotices@in.mpms.mufg.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.

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](mailto: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/](http://www.galagroup.com/investor-relations/) and on the website of MUFG Intime InstaVote 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 14, 2026

#### **Registered Office:**

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

**Tel :** +91 022-69309224,

**Email Id :** investor.relations@galagroup.com

**Website :** [www.galagroup.com](http://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 to 6 of the accompanying Notice of AGM.

### **ITEM NO.3:**

Ms. Neha Rajen Gada (DIN: 01642373) was appointed as an Independent Director of the Company in the Extra-Ordinary General meeting held on January 15, 2024, for a period of 3 years, effective from November 30, 2023 until November 29, 2026 (both day inclusive).

Following the performance evaluation of Ms. Neha Rajen Gada 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. Neha Rajen Gada as a Non-Executive Independent Director of the Company for a second term of 3 (Three) consecutive years, commencing from November 30, 2026 up to November 29, 2029, subject to the approval of the Members.

Ms. Neha Rajen Gada 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. Neha Rajen Gada are provided as an Annexure to this Notice.

Ms. Neha Rajen Gada 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. Neha Rajen Gada 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. Neha Rajen Gada 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. Neha Rajen Gada 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. Neha Rajen Gada 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. Neha Rajen Gada on the Board, and accordingly recommends the re-appointment of Ms. Neha Rajen Gada (DIN: 01642373) as an Independent Director for a second term of 3 (Three) consecutive years, as proposed in Resolution no. 3 for approval by the Members as a Special Resolution.

Except for Ms. Neha Rajen Gada 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:**

Mr. Snehal Bhupendra Shah (DIN: 00128595) was appointed as an Independent Director of the Company in the Extra-Ordinary General meeting held on January 15, 2024, for a period of 3 years, effective from November 30, 2023 until November 29, 2026 (both day inclusive).

Following the performance evaluation of Mr. Snehal Bhupendra Shah and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his 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 Mr. Snehal Bhupendra Shah as a Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years, commencing from November 30, 2026 up to November 29, 2031, subject to the approval of the Members.

Mr. Snehal Bhupendra Shah abstained from discussion and voting on the matter concerning his appointment during the meetings of NRC as well as the Board of Directors.

The profile and specific areas of expertise of Mr. Snehal Bhupendra Shah are provided as an Annexure to this Notice.

Mr. Snehal Bhupendra Shah has provided a declaration to the Board, stating that he continue 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'**). He also affirmed that he 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. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Snehal Bhupendra Shah 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 he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Snehal Bhupendra Shah has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Mr. Snehal Bhupendra Shah that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Snehal Bhupendra Shah has also confirmed that he 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 his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Snehal Bhupendra Shah on the Board, and accordingly recommends the re-appointment of Mr. Snehal Bhupendra Shah (DIN: 00128595) as an Independent Director for a second term of 5 (Five) consecutive years, as proposed in Resolution no. 4 for approval by the Members as a Special Resolution.

Except for Mr. Snehal Bhupendra Shah and/or his 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.5:**

Mr. Sudhir Tokarshi Gosar (DIN: 10460551) was appointed as an Independent Director of the Company in the Extra-Ordinary General meeting held on January 15, 2024, for a period of 3 years, effective from November 30, 2023 until November 29, 2026 (both day inclusive).

Following the performance evaluation of Mr. Sudhir Tokarshi Gosar and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his 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 Mr. Sudhir Tokarshi Gosar as a Non-Executive Independent Director of the Company for a second term of 3 (Three) consecutive years, commencing from November 30, 2026 up to November 29, 2029, subject to the approval of the Members.

Mr. Sudhir Tokarshi Gosar abstained from discussion and voting on the matter concerning his appointment during the meetings of NRC as well as the Board of Directors.

The profile and specific areas of expertise of Mr. Sudhir Tokarshi Gosar are provided as an Annexure to this Notice.

Mr. Sudhir Tokarshi Gosar has provided a declaration to the Board, stating that he 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'). He also affirmed that he 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. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Sudhir Tokarshi Gosar 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 he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Sudhir Tokarshi Gosar has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Mr. Sudhir Tokarshi Gosar that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Sudhir Tokarshi Gosar has also confirmed that he 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 his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Sudhir Tokarshi Gosar on the Board, and accordingly recommends the re-appointment of Mr. Sudhir Tokarshi Gosar (DIN: 10460551) 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 Mr. Sudhir Tokarshi Gosar and/or his 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.6:**

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 14, 2026, 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 2026-2027 at a remuneration of ₹100,000/- [One Lakh 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. 6 of the accompanying Notice.

M/s. Shekhar Joshi & Co have furnished a certificate dated 13<sup>th</sup> May 2026 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. 6 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 14, 2026

**Registered Office:**

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

**Tel :** +91 022-69309224,

**Email Id :** investor.relations@galagroup.com

**Website :** [www.galagroup.com](http://www.galagroup.com)

**CIN :** L29268MH2009PLC190522

## ANNEXURE TO NOTICE

Particulars of **Ms. Neha Rajen Gada, Mr. Snehal Bhupendra Shah, Mr. Sudhir Tokarshi Gosar**, 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	Ms. Neha Rajen Gada	Mr. Snehal Bhupendra Shah	Mr. Sudhir Tokarshi Gosar
Age	50 years	57 years	64 years
Nationality	Indian	United Kingdom	Indian
DIN	01642373	00128595	10460551
Item No	3	4	5
Date of Birth	22 March 1976	18 December 1969	1 April 1962
Designation and Category of Director	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation
Date of first appointment on Board	30 <sup>th</sup> November 2023	30 <sup>th</sup> November 2023	11 <sup>th</sup> January 2024
Brief Resume – Qualification	<p>Ms. Neha Rajen Gada is a Chartered Accountant, holds the certificate for limited insolvency examination from Insolvency and Bankruptcy Board of India. She started her professional career in the year 1997.</p> <p>She has served at managerial position for eight years at BSE Limited in various departments including Corporate Services, Surveillance and Supervision. She was instrumental in conceptualizing and implementing various systems and modules for compliances at Stock Exchange.</p> <p>Presently, she runs a consultancy firm and specializes in matters related to SEBI Regulations &amp; NBFCs. She has vast knowledge in the fields of Securities Laws, Compliances with Stock Exchange, Corporate Restructuring, Mergers, ESOPS, SME Listing, Takeover Code, handling Exemption and Consent applications at SEBI and Advising on Resolution Plan for listed companies</p>	<p>Mr. Snehal Bhupendra Shah is an electrical engineering graduate from Sardar Patel University (1991) and a PGDM holder from IIM Bangalore (1995). He is based out of Mumbai and spent 21 years in the area of private equity investing. He started his career with ICICI Venture Funds Management Company Limited, and after spending 5 years, moved to Actis Advisers Private Limited. He spent 8 years with Actis and then moved to Fairwinds Private Equity as a Partner, from 2008 to 2015. Throughout his career spanning 21 years, he was deeply involved in the entire value chain of private equity investing - from the initial stages of deal identification to the execution of exit strategies. He left the sector in 2015 and currently pursues his passion for trekking and traveling. He is also an active investor in the public and private markets.</p>	<p>Mr. Sudhir Tokarshi Gosar, graduate from IIT Mumbai with B.Tech in Chemical Engineering, worked with Worked with Tata Burroughs / Tata Unisys / Tata Infotech for 15 years as consultant in computer consultant. Projects included various software development assignments including data communications and networking on the Burroughs mainframe and networking devices. Clients include Burroughs computer Philadelphia US, DATEV - Nuremberg W. Germany, BBL - Brussels etc. Joined In2cable, a Cable ISP of Hinduja group as CTO for a period of 7 years. Worked with Reliance Infocom / Reliance BIG TV, a DTH operation / subsidiary of RCOM as CTO. Joined Telecom Software Elitecore as President Cable &amp; ISP Business, which was taken over by Sterlite Technologies. Presently as a consultant in Networks and Security area.</p>
Experience			
Expertise in Specific Functional Areas			

Name of the Director	Ms. Neha Rajen Gada	Mr. Snehal Bhupendra Shah	Mr. Sudhir Tokarshi Gosar
<b>Terms and Conditions of Re-appointment</b>	As per letter of Appointment.	As per letter of Appointment.	As per letter of Appointment.
<b>Details of remuneration sought to be paid and last drawn remuneration</b>	Nil – Except sitting fees.	Nil – Except sitting fees.	Nil – Except sitting fees.
<b>Other Directorships</b>	1. Sejal Glass Limited 2. Aarti Drugs Limited 3. Tamboli Industries Limited (formerly known as Tamboli Capital Limited) 4. Motilal Oswal Home Finance Limited 5. SFC Environmental Technologies Limited 6. Play Simple Games Limited 7. Fore Green Real Estate Private Limited 8. Pinnacle Life Science Private Limited 9. Lumora Capital IFSC Private Limited 10. Jito Mumbai Midtown Chapter Foundation 11. Infineon Capital Advisors LLP	None	None
<b>Listed entities from which he has resigned in the past three years</b>	Asian Star Company Limited	None	None
<b>Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)</b>	<b>Sejal Glass Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Stakeholders Relationship Committee</li> </ul> <b>Tamboli Industries Limited (formerly Tamboli Capital Limited)</b> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee</li> </ul> <b>Gala Precision Engg. Ltd</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Stakeholder Relationship Committee</li> </ul> <b>Motilal Oswal Home Finance Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> </ul>	<b>Gala Precision Engg. Ltd</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> </ul>	<b>Gala Precision Engg. Ltd</b> <ul style="list-style-type: none"> <li>Risk Management Committee</li> <li>Nomination and Remuneration Committee</li> </ul>

Name of the Director	Ms. Neha Rajen Gada	Mr. Snehal Bhupendra Shah	Mr. Sudhir Tokarshi Gosar
	<b>Aarti Drugs Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul> <b>SFC Environment Technologies Limited</b> <ul style="list-style-type: none"> <li>Risk Management Committee</li> </ul> <b>Playsimple Games Limited</b> <ul style="list-style-type: none"> <li>Risk Management Committee</li> </ul>		
Chairpersonship of Committees across companies (only Statutory Committees as required to be constituted under the Act are considered)	<b>Sejal Glass Limited</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> </ul> <b>Tamboli Industries Limited (formerly Tamboli Capital Limited)</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> </ul> <b>Aarti Drugs Limited</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> </ul> <b>SFC Environment Technologies Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul> <b>Pinnacle Life Science Private Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ul> <b>Playsimple Games Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>	<b>Gala Precision Engg. Ltd</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>	
Disclosure of Relation with other Directors & Key Managerial Personnel (KMP) of the Company	Ms. Neha Rajen Gada is not related to any of the other Directors & KMP.	Mr. Snehal Bhupendra Shah is not related to any of the other Directors & KMP.	Mr. Sudhir Tokarshi Gosar 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, 2026)		45000 Shares	
Number of Board Meetings attended in the Financial Year 2025-26	4 out of 4 meetings held	4 out of 4 meetings held	4 out of 4 meetings held