D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh M. Zaveri
B Com., F.C.S.

145 | 1st Floor | Kesar Residency | Charkop Sector 3 | Kandivali (West) | Mumbai – 400067
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Secretarial Compliance Report of Gala Precision Engineering Limited
For the Financial Year ended 31st March 2025

To,
The Board of Directors,
Gala Precision Engineering Limited

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Gala Precision Engineering Limited (hereinafter referred as 'the listed entity'), having its Registered Office at A-801, 8th Floor, Thane One DIL Complex, Ghodbunder Road Majiwade, Thane (west), Thane - 400610. The Equity Shares of the Company were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (the "Stock Exchanges") with effect from September 9, 2024. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the Financial Year ended on 31st March 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, D. M. Zaveri & Co, Company Secretaries have examined:

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

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

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:
(a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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(c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not Applicable during the Review Period)
(e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the Review Period)
(g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:
(a) (**)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circular/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015	Regulation 19	Non-compliance in respect to the Composition of the Nomination & Remuneration Committee for the quarter ended September 2024	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Standard Operating Procedures (SOP) Fine Levied	Non-compliance in respect to the Composition of the Nomination & Remuneration Committee for the quarter ended September 2024	Rs. 51,920 by BSE and Rs. 51,920 by NSE	The Company had filed waiver application with BSE Limited in respect to SOP fine levied pursuant to Regulation 19 (1) & (2) of SEBI Listing Regulations, however, the review committee of BSE Limited rejected the waiver application and communicated its decision to the Company on	The Company has duly complied with the provision of Regulation 19 of SEBI Listing Regulations and the revised Composition of Nomination & Remuneration Committee effective from 1st October 2024 which is in compliance of the said regulation.	None

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Sr. No.	Compliance Requirement (Regulations/ circular/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
								April 22, 2025 and accordingly, the Company paid the SOP fine levied on April 24, 2025		
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015	Regulation 19	Non-compliance in respect to the Composition of the Nomination & Remuneration Committee for the quarter ended December 2024	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Standard Operating Procedures (SOP) Fine Levied	Non-compliance in respect to the Composition of the Nomination & Remuneration Committee for the quarter ended December 2024	Rs. 2,360 by BSE and Rs. 2,360 by NSE	The Company had filed waiver application with BSE Limited in respect to SOP fine levied pursuant to Regulation 19 (1) & (2) of SEBI Listing Regulations, however, the review committee of BSE Limited rejected the waiver application and communicated its decision to the Company on April 22, 2025 and accordingly, the Company paid the SOP fine levied on April 24, 2025	The Company has duly complied with the provision of Regulation 19 of SEBI Listing Regulations and the revised Composition of Nomination & Remuneration Committee effective from 1st October 2024 which is in compliance of the said regulation.	None

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous Reports	Observations made in the secretarial compliance report for the year ended.	Compliance Requirement (Regulations/ circular/ guide-lines including specific clause)	Details of Violation/ deviations and Actions taken / Penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	--
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	-- --
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website.	Yes Yes	-- --
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	--
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries.	N.A. N.A.	The Company do not have any material subsidiary Company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year/during the Financial Year as prescribed in SEBI Regulations.	Yes	--
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	--
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	N. A.	No such instance found during review period
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/	N. A.	No such instance found during review period except as provided under separate paragraph above (**)

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
	guidelines issued thereunder except as provided under separate paragraph above (**).		
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N. A.	No such instance found during review period
13.	Additional Non-compliances, if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc.	N. A.	No such instance found during review period
14.	The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR: a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021 b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI(SBEB) Regulations, 2021. c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.	Yes	--

**Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'*

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

For D. M. Zaveri & Co
Company Secretaries

DHARMESH MAHESHCHANDRA ZAVERI

Digitally signed by DHARMESH MAHESHCHANDRA ZAVERI
DN: c=IN, o=PERSONAL, pseudonym=3594735d44354b80afff36ceb6f3cb81, 2.5.4.20=c7dc752c89406ac05ac7c008753fd6e10515cd4a22f9a55daa59fba8bc179ab4, postalCode=400067, st=Maharashtra, serialNumber=149fb2e31aa1fd4280af555dd07815123c5be3e069caa2ca7858505dad43f22, cn=DHARMESH MAHESHCHANDRA ZAVERI
Date: 2025.05.30 13:05:19 +05'30'

Dharmesh Zaveri
(Proprietor)
FCS. No.: 5418
CP No.: 4363
Place: Mumbai
Date: 30 May 2025
ICSI UDIN: F005418G000497558
Peer Review Certificate No.: 1187/2021