

Date: May 28, 2025

<b>BSE Limited</b> 25 <sup>th</sup> Floor, P. J. Towers, Dalal Street, MUMBAI – 400 001 (Company Code: 505714)	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI – 400 051 (Company Code: GABRIEL)
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**Sub: Disclosure under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

With regard to the subject matter, we are submitting herewith the Annual Secretarial Compliance Report for the year ended March 31, 2025, carried out by KPRC & Associates, Practicing Company Secretaries.

We request you to take the above information on record and kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

**For Gabriel India Limited**

**Nilesh Jain**  
**Company Secretary**

Encl : a/a

Email Id: [secretarial@gabriel.co.in](mailto:secretarial@gabriel.co.in)

## SECRETARIAL COMPLIANCE REPORT OF GABRIEL INDIA LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GABRIEL INDIA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **29th Milestone Pune-Nashik Highway Village Kuruli, Taluka Khed Pune-410501 Maharashtra India**. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and to provide our observations 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 March 31, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- (a) all the documents and records made available to us, and explanation provided by **GABRIEL INDIA LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
  - 1. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - 2. 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable for the period under review as no events occurred for the compliances.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulations, 2011; **Not Applicable for the period under review as no events occurred for the compliances.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period under review as no events occurred for the compliances**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable for the period under review as no events occurred for the compliances.**
- (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable for the period under review as no events occurred for the compliances.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period under review as no events occurred for the compliances.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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 Period under review:

- I. (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 / circulars/ 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	In accordance with Regulation 17(1E) of the SEBI (LODR) Regulations, 2015, in the event of a vacancy arising in any of the committees constituted under Regulations 19, 20 due to the expiration of a director's term, the listed entity must ensure that such vacancy is filled on or before the date the office is vacated.	Regulation 19, 20 read with 17(1E) of the SEBI (LODR) Regulations, 2015	Delay in reconstitution of the committees by the Board of Directors.	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) under Regulation 19 and 20 of SEBI(LODR) Regulations, 2015	Imposition of fine	Vacancy in the committees constituted under Regulations 19 and 20 due to the expiration of a director's term, was filled after the date the office was vacated.	Total fine of INR 1,69,920/- (Rupees- One Lakh Sixty- Nine Thousand Nine Hundred and Twenty only) (including GST) by BSE and NSE	The Committees of the Board of Directors under Regulation 19, 20 read with 17(1E) of the SEBI (LODR) Regulations, 2015 were reconstituted with retrospective effect.	The Board is committed to ensuring that such oversights do not recur. To this end, we are strengthening our internal compliance processes to ensure precise regulatory interpretation going forward.	The Company has paid the fine amount to BSE and NSE



2	In accordance with Regulation 17(1E) of the SEBI (LODR) Regulations, 2015, in the event of a vacancy arising in any of the committees constituted under Regulations 19 due to the expiration of a director's term, the listed entity must ensure that such vacancy is filled on or before the date the office is vacated.	Regulation 19 read with 17(1E) of the SEBI (LODR) Regulations, 2015	Delay in reconstitution of the committees by the Board of Directors.	No Action taken as on the date of Certificate.	Vacancy in the committees constituted under Regulations 19 due to the expiration of a director's term, was filled after the date the office was vacated.	No Action taken as on the date of Certificate.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NA**

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines 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
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II. We hereby report that, during the review period, the compliance status of the listed entity is appended as below:

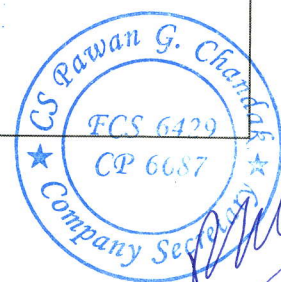
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	Not Applicable
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES	Not Applicable
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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.</li> </ul>	YES	Not Applicable



4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	Not Applicable
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	(a) NA  (b) Yes, During the period under review the company has placed its policy for Identification of Material Subsidiary.	(a) Not Applicable  (b) The management of the Company informed us that the Company was not required to recognize Inalfa Gabriel Sunroof Systems Private Limited (Wholly owned subsidiary of the company) and Gabriel Europe Engineering Centre as (Wholly owned subsidiary of the company) its material subsidiaries for the period under review.
6.	<b>Preservation of Documents:</b>  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	Not Applicable



7.	<b>Performance Evaluation:</b>  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	Not Applicable
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or  (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.	(a)YES  (b)YES	(a)Followed the process of omnibus approval.  (b)Not Applicable
9.	<b>Disclosure of events or information:</b>  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	Not Applicable
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	Not Applicable





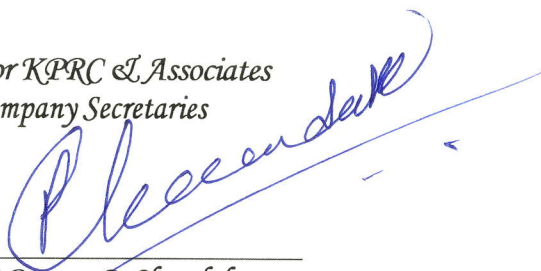
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder  The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	As mentioned above in table I. (a) Point No. 1.
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.	NA	Not Applicable
13.	<b>Additional non-compliances, if any:</b>  Additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	Yes	As mentioned above in table I. (a) Point No. 2.



**Assumptions & Limitation of scope and Review:**

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the 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.

For KPRC & Associates  
Company Secretaries

  
CS Pawan G. Chandak  
Partner  
M. No. F-6429  
CP. No. 6687



UDIN: F006429G000387964

PEER REVIEW: 3838/2023

DATE: 20/05/2025

PLACE: PUNE