

SALZER ELECTRONICS LIMITED

CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

1. Name of Listed Entity

SALZER ELECTRONICS LIMITED

2. Quarter ending

31.12.2015

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	Category (Chairperson /Executive/ Non Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	N.RANGACHARY	Non Executive Independent Chairperson	09.08.2014	5 Years from 09.08.2014	2	2	2
Mr.	R.DORAISWAMY	Executive Managing Director	02.05.2011	-	1	1	-
Mr.	D.RAJESHKUMAR	ExecutiveJoint Managing Director & CFO	01.10.2011	-	1	1	-
Mr.	Dr.(Mrs.)RAJESHKUMAR THILAGAM	Non Executive woman Director	30.03.2015	-	1	-	-
Mr.	N JAYABAL,	Non Executive, Independent Director	09.08.2014	5 Years from 09.08.2014	1	2	-
Mr.	P RAMACHANDRAN,	Executive, Whole Time Director	26.09.2013	-	1	-	-
Mr.	R DHAMODRASWAMY,	Non Executive Director	02.05.1986	-	1	-	-
Mr.	NIRMAL KUMAR M CHANDRIA,	Non Executive, Independent Director	09.08.2014	5 Years from 09.08.2014	1	-	-
Mr.	P K SHAH,	Non Executive, Independent Director	09.08.2014	5 Years from 09.08.2014	1	-	-
Mr.	L VENKATAPATHY,	Non Executive, Independent Director	08.08.2015	5 Years from 08.08.2015	1	2	1
Mr.	S. BASKARA SUBRAMANIAN	Executive Director & Company Secretary	22.12.2001	-	1	2	-
Mr.	HOWARD M GLADSTONE	Non Executive, Independent Director	09.08.2014	5 Years from 08.08.2015	1	-	-
Mr.	V.SANKARAN	Non Executive, Independent Director	09.08.2014	5 Years from 09.08.2014	1	1	-
Mr.	KANTILAL V VAKHARIA	Non Executive Director	28.09.2002	-	1	-	-
Mr.	P.R.THIRUVENGADAM	Non Executive, Independent, Alternate Director for Mr.Howard M Gladstone	12.02.2015	Depending upon the appointment of original director	1	-	-

SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees			
Name of Committee	Name of Committee members		Category (Chairperson/Executive/NonExecutive/independent/Nominee) §
1. Audit Committee	N.RANGACHARY		Non Executive Independent Chairperson
	L VENKATAPATHY		Non Executive, Independent Director
	V.SANKARAN		Non Executive, Independent Director
	N JAYABAL,		Non Executive, Independent Director
	S. BASKARA SUBRAMANIAN		Executive Director & Company Secretary
2. Nomination & Remuneration Committee	V.SANKARAN		Non Executive, Independent Chairperson
	L VENKATAPATHY		Non Executive, Independent Director
	P K SHAH,		Non Executive, Independent Director
	S. BASKARA SUBRAMANIAN		Executive Director & Company Secretary
3. Risk Management Committee(if applicable)	D.RAJESHKUMAR		Executive Chairman
	V.SANKARAN		Non Executive, Independent Director
	P RAMACHANDRAN,		Executive, Whole Time Director
	L VENKATAPATHY		Non Executive, Independent Director
	P.R.THIRUVENGADAM		Non Executive, Independent, Alternate Director for
	S. BASKARA SUBRAMANIAN		Executive Director & Company Secretary
	P.SIVAKUMAR		Member
	B.MAHENDRAN		Member
	M.LAKSHMINARAYANA		Member
	S.VENKATACHALAM		Member
	R.MENAKA		Member
4. Stakeholders Relationship Committee'	L VENKATAPATHY		Non Executive, Independent Chairperson
	R.DORAISWAMY		Executive Managing Director
	D.RAJESHKUMAR		Executive Joint Managing Director & CFO
	N JAYABAL,		Non Executive, Independent Director
	S. BASKARA SUBRAMANIAN		Executive Director & Company Secretary
§Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	
08.08.2015	12.11.2015	95 days	
IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee met on -12.11.2015	Yes - all the directors / members were present at the meetings	Audit Committee met on - 07.08.2015 & Committee on Security issue met on 14.07.2015, 15.07.2015, 21.07.2015 & 24.07.2015	96 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA)refer note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	N.A		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.