

NOTICE TO THE MEMBERS

Notice is hereby given that the 35th Annual General Meeting of the Members of Salzer Electronics Limited will be held on Saturday, the 12th September 2020 at 11.30 A.M., through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

Ordinary Business:

1. To consider and adopt the standalone and consolidated Audited Financial statements of the Company for the Financial year ended March 31, 2020, comprising of Balance Sheet as at March 31, 2020, Statement of Profit and Loss for the year ending on that date, Cash Flow Statement and Statement of Changes in Equity as on that date and the reports of the Board of Directors along with annexure and Auditors thereon;

"RESOLVED THAT the standalone and consolidated Audited Financial Statement comprising of Balance Sheet as at March 31, 2020, Statement of Profit and Loss for the year ending on that date, Cash Flow Statement and Statement of Changes in Equity as on that date and the Reports of the Board of Directors along with annexure and Auditors thereon, as circulated to the Shareholders, be and are hereby received, considered and adopted."

2. To re-appoint a Director in place of Dr.Mrs.Rajeshkumar Thilagam (DIN: 00006783), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment and in this regard to consider and if thought fit to pass the following resolutions with or without modification as an ordinary resolution.

"RESOLVED THAT in pursuance of Section 152 of the Companies Act 2013 read with Article 178 of the Articles of Association of the Company Dr.(Mrs) Rajeshkumar Thilagam (DIN: 00006783), a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the Company, subjected to determination of her office by means of retirement by rotation at the Annual General Meeting."

3. To re-appoint a Director in place of Mr.Sankaran Baskarasubramanian (DIN: 00003152), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard to consider and if thought fit to pass the following resolutions with or without modification as an ordinary resolution.

"RESOLVED THAT in pursuance of Section 152 of the Companies Act 2013 read with Article 178 of the Articles of Association of the Company, Shri. Sankaran Baskarasubramanian (DIN: 00003152), a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the company, subjected to determination of his office by means of retirement by rotation at the Annual General Meeting."

Special Business:

4. To consider and approve the appointment of Mr.Vishnu Rangaswamy (DIN: 00793090) as a Non-Executive and Non Independent Director and in this regard to consider and if thought fit to pass the following resolutions with or without modification as an ordinary resolution.

"RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, upon such regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in terms of Company's policy for Nomination and Remuneration Committee and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the company, the consent of the members be and is hereby accorded to ratify and approve the appointment of Mr.Vishnu Rangaswamy (DIN: 00793090), a Non-Executive and Non Independent Director with effect from September 12, 2020 subject to retirement by Rotation as required under Section 152 of the Companies Act 2013.

5. To ratify the remuneration payable to CMA A.R. Ramasubramania Raja (M.No. 32458) appointed as Cost Auditors of the Company for FY 2020-21 and in this regard to consider and if thought it, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, CMA.A.R.Ramasubramania Raja (M.No.32458), appointed as Cost Auditor by the Board of Directors to audit the cost records of the Company for the FY 2020-21, be paid a remuneration of Rs.1,00,000/- (Rupees One lakh Only) per annum plus applicable GST and out-of-pocket expenses on actual basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Salzer Electronics Limited

S. BASKARA SUBRAMANIAN
Director (Corporate Affairs) &
Company Secretary
(DIN :00003152& FCS No.4605)

Date: June 18, 2020
Place: Coimbatore

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Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Act setting out material facts concerning the business under Item Nos. 4 & 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos. 3 & 4 of the Notice, are also annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 35th AGM of the Company is being held through VC / OAVM.
3. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note No. 42 and available at the Company's website www.salzergroup.com.
4. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. Corporate Members are required to send a scanned copy (PDF/JPG Format) 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 remote e-voting to the M/s. GNSA Infotech Pvt Ltd, the Registrar and Transfer Agents, by email through its registered email address to sta@gnsaindia.com.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated 12th May, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.salzer@salzergroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://eservices.nsdl.com>.
9. Members whose email address are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at [https://www.salzer@salzergroup.com/investors/ shareholder-registration](https://www.salzer@salzergroup.com/investors/shareholder-registration) by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. The Members can join the AGM through the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served 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 served basis.
12. The Register of Members and Share Transfer Books of the Company will be closed from Friday the 11th September, 2020 and Saturday the 12th September, 2020 (both days inclusive), in terms of

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the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. GNSA Infotech Private Limited (GNSA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to GNSA/Company.
14. **As per SEBI regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities in physical mode will not be processed with effect from 1st April 2019.**
15. In view of the above, the members holding shares in physical form are requested to consider converting their holdings to dematerialized and to avail various benefits of dematerialisation and to eliminate all risks associated with physical shares and for ease of portfolio management.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA - GNSA, the details of such folios together with the share

certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.salzergroup.net (under 'Investors' section). Members holding shares in physical form may submit the same to RTA /Company. Members holding shares in electronic form may submit the same to their respective depository participant (DP).
18. **Those Members who have so far not encashed their dividend warrants for the Financial year 2012-13**, may approach GNSA, for making their claim without any further delay as the said unpaid dividends will get transferred to the Investor Education and Protection Fund of the Central Government before August 2020 pursuant to the provisions of Companies Act 2013. Further Ministry of Corporate Affairs has notified on September 05, 2016 operation of Section 124(6) of the Companies Act 2013 and Related Rules "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective September 07, 2016 which, inter alia, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Suspense Account.

19. Due dates for transfer of unclaimed / unpaid dividends from the financial year 2011-12 are as under and thereafter the unclaimed/unpaid dividend amount will be transferred to IEPF:

FY ended	Declaration Date	Last date for encashment	Due Date
2012-13 (31.03.2013)	10.08.2013	15.09.2020	14.10.2020
2013-14 (31.03.2014)	09.08.2014	14.09.2021	13.10.2021
2014-15 (31.03.2015)	08.08.2015	13.09.2022	12.10.2022
2015-16 (31.03.2016)	13.08.2016	19.09.2023	17.10.2023
2016-17 (31.03.2017)	09.09.2017	15.10.2024	14.11.2024
2017-18 (31.03.2018)	22.09.2018	28.10.2025	26.11.2025
2018-19 (31.03.2019)	10.08.2019	14.09.2026	13.10.2026

20. Shareholders are requested to note that no claim shall lie against the Company in respect of any amounts, which were unclaimed and unpaid for a period of 7 consecutive years and transferred to Investor Education and Protection Fund of the Central Government. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder.
21. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date and transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.salzergroup.net/investors.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

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22. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the webpage: <http://www.iepf.gov.in/IEPFA/refund.html> or contact our RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority.
23. A sum of Rs.3,78,732/- has been transferred to the Investor Education and Protection Fund in the year 2019 towards unclaimed/unpaid dividend declared during August 2012 for the year 2011-12.
24. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.
25. Members holding shares in physical mode:
 - a) are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.
 - b) are requested to register / update their e-mail address with the company / RTA for receiving all communications from the company electronically.
26. Members holding shares in electronic mode:
 - a) are required to submit their Permanent Account Number (PAN) and Bank Account details to their DPs with whom they are maintaining their demat account.
 - b) are requested to register / update their e-mail address with their DPs for receiving all communications from the company electronically.
27. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
28. Vide circular dated May 5, 2020, MCA has also dispensed with the printing and despatch of annual reports to shareholders. The Notice of the AGM along with the Annual Report 2019-2020 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that this Notice and the Annual Report 2019-2020 will also be available on the Company's website viz. www.salzergroup.net/investors.html.
29. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / GNSA.
30. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
31. The Board of Directors has appointed G V and Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
32. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
33. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC / OAVM but shall not be entitled to cast their vote again. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

34. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

- (i) The remote e-voting period begins on **Monday, September 7, 2020 (9.00 a.m.) and ends on Friday, September 11, 2020 (5.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday September 4, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

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How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID e.g., if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID e.g., if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company e.g., if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - ✓ If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ✓ **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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- G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- H. Now, you will have to click on "Login" button.
- I. After you click on the "Login" button, Home page of e-Voting will open.
- J. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- K. Select "EVEN" of company for which you wish to cast your vote.
- L. Now you are ready for e-Voting as the Voting page opens.
- M. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- N. Upon confirmation, the message "Vote cast successfully" will be displayed.
- O. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- P. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 35. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vasu@gvacs.in with a copy marked to evoting@nsdl.co.in.
- 36. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 37. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990 or send a request to Mr.Amit Vishal, Senior Manager NSDL at amtv@nsdl.co.in/022-24994360 or Megha Malviya, Assistant Manager at megham@nsdl.co.in/022 49142500, +91 7987207516.
- 38. Process for those shareholders whose email ids are not registered with the depositories, for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :
- 39. In case shares are held in physical mode please provide Folio No. , Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to baskarasubramanian@salzergroup.com / investor_relations@salzergroup.com
- 40. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to baskarasubramanian@salzergroup.com / investor_relations@salzergroup.com
- 41. **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**
 - a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - b. 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.
 - c. 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.
 - d. 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.
- 42. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**
 - a. Member will be provided with a facility to attend the AGM through VC/OVAM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following

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the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- b. Members are encouraged to join the Meeting through Laptops for better experience.
 - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at baskarasubramanian@salzergroup.com / investor_relations@salzergroup.com and register themselves as a speaker. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - f. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at baskarasubramanian@salzergroup.com / investor_relations@salzergroup.com / sta@gnsaIndia.com. These queries will be replied to by the company suitably by email.
43. Mr.G.Vasudevan, Practicing Company Secretary has been appointed as Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
 44. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and not later than three days of the conclusion of the meeting, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company to countersign the same.
 45. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.salzergroup.net within forty eight hours of the passing of the Resolutions at the 35th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
 46. If any member buys the shares of the company after 7th August 2020 they may either write to the company to obtaining notice or down load the notice from the website of the company to cast their vote as advised therein.

By Order of the Board
For Salzer Electronics Limited

S. BASKARA SUBRAMANIAN
Director (Corporate Affairs) &
Company Secretary
(DIN :00003152& FCS No.4605)

Date : June 18, 2020
Place : Coimbatore

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 5 of the accompanying Notice:

Item No.4

Mr. Vishnu Rangaswamy, aged 44 years is an Non Resident Indian, who is a B.Tech graduate and having a post graduation of Master of Business Administration from Southern New Hemisphere University of USA. Presently working as President in Global Technical Talent (GTT), USA, one of the leading Manpower Recruitment Firm in US, who has been inducted as an Additional Director on the Board of Directors of the company with the recommendations of Nomination and Remuneration committee of the Board, by the Board of Directors at their meeting held on 06.02.2020 to hold office till this 35th AGM. Your company has received notice from the member of the company nominating Mr.Vishnu Rangasawmy to the office of Director on the Board of Directors of the company as Non Executive and Non Independent. Your Board of Directors thought it prudent based on the recommendations of Nomination and Remuneration committee to consider his candidature for the office of the director on the Board of Directors of the company and approved his induction subject to the approval of the shareholders at this meeting as a Non Executive and Non Independent Director with a term of office subject to retirement by rotation.

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Mr.R.Doraiswamy, Managing Director of the company, being the father and Mr.D.Rajeshkumar, Joint Managing Director and Chief Financial Officer of the company, being the brother and Dr.Rajeshkumar Thilagam, being the wife of his brother is considered to be interested in this resolution.

The Board, except the above relatives, unanimously recommend his appointment for your consideration and approval.

Details of Mr. Vishnu Rangaswamy are provided in the "Annexure" to the Notice.

Item No.5

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company. On the recommendation of the Audit Committee at its meeting held on June 18, 2020, the Board considered and approved the appointment of CMA. A.R.Ramasubramania Raja (M.No. 32458) as the cost auditor for the FY 2020-21 at a remuneration of Rs. 1,00,000/- plus applicable GST and reimbursement of out-of-pocket expenses on actual basis. The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel, or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE TO NOTICE DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS 2015)

Name of the Director	Dr.(Mrs).Rajeshkumar Thilagam	Mr. S. Baskarasubramanian	Mr. Vishnu Rangaswamy
DIN	00006783	00003152	00793090
Category	Non Executive Director	Executive Director	Non Executive Director
Date of Birth	03/12/1972	15/07/1943	22/02/1976
Date of Appointment on the Board	30/03/2015	01/10/1994	02/02/2020
Qualification	MBBS, DGO	B.COM., F.C.S	B.Tech., MBA
Brief profile and nature of their expertise in specific functional areas	Heading 50 bedded Multi Specialty Hospital & having vast administrative experience	He is a qualified Company Secretary and Fellow member of Institute of Company Secretaries (FCS) of India, is having wide experience of more than 50 years in aggregate & of which post qualification experience for 31 years in the field of administration, Company Law matters / Corporate Affairs. He is at present employed in your Company as Director (Corporate Affairs) & Company Secretary.	He is President of Global Technical Talent (GTT), Manpower Recruitment Firm in USA, and has been associated with GTT for more than 20 years and held various positions. He is an experienced person with a demonstrated history of working in the information technology staffing and services industry. Strong skills in the management of enterprise talent engagement initiatives, client services & talent acquisition, team mentoring and management, Executive Search, Technical Recruiting.
Directorships held in other companies.	1. K R Health Care P Ltd 2. SRVE Industries Ltd,	NIL	1. K R Health Care Private Ltd 2. Sri Ram Arts Centre Private Ltd 3. S R V E Industries Ltd 4. Saradha Investments Limited 5. Salzer Spinners Limited
Memberships / Chairmanships of committees across all companies	NIL	Secretary to the following Committees 1. CSR Committee 2. Audit Committee 3. Risk Management Committee 4. Shareholders Grievances Committee 5. Nomination & Remuneration Committee	NIL
Shareholding in the Company	4,57,255 shares 2.86%	22445 shares 0.14%	7,54,500 shares 4.72%
Inter se relationship, if any	Wife of Shri. D.Rajesh Kumar, Joint Managing Director and Chief Financial Officer and daughter in law of Mr. R. Doraiswamy Managing Director	NIL	Brother of Shri. D Rajesh Kumar, Joint Managing Director and Chief Financial Officer and son of Mr. R Doraiswamy Managing Director