



SALZER ELECTRONICS LIMITED

CIN: L03210TZ1985PLC001535,

Registered Office: Samichettipalayam, Coimbatore 641 047, Tamil Nadu, India

Tel: 0422-4233600, Fax: 422-2692170,

Email: baskarasubramanian@salzergroup.com & investor_relations@salzergroup.com

Website: www.salzergroup.net

NOTICE FOR 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **33rd ANNUAL GENERAL MEETING** of the Members of **SALZER ELECTRONICS LIMITED** will be held at **THE HOTEL SREE ANNAPOORNA, R.S. PURAM, COIMBATORE - 641 002** on **SATURDAY, THE 22nd DAY OF SEPTEMBER 2018 AT 11.30 AM** to transact the following businesses:

Ordinary Business:

- 1. To consider and adopt the audited Financial statements of the Company for the Financial year ended March 31, 2018, comprising of Balance Sheet as at March 31, 2018, 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 Audited Financial Statement comprising of Balance Sheet as at March 31, 2018, 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 declare a dividend on Equity Shares for the financial year 2017-18.**

"RESOLVED THAT a dividend at the rate of 16% (Rs. 1.60/- one Rupee and Sixty Paise Only) per equity share of Rs. 10/- each (Rupees Ten Only) fully paid-up of the Company be and is hereby declared for the Financial year 2017 -18 and the same be paid as recommended by the Board of Directors of the Company, out of the Profit of the Company for the financial year ended March 31, 2018."

- 3. To appoint a Director in place of Dr. Thilagam Rajeshkumar (DIN: 00006783), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.**

"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. Thilagam Rajeshkumar** (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."

4. To ratify the appointment of Statutory Auditors for the financial year 2018-19

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at their 29th Annual General Meeting appointing M/s.Swamy & Ravi, Chartered Accountants (FRN:004317S) as Statutory Auditors of the Company to hold office for a term of five years from 2014-15, subject to ratification by the shareholders on annual basis during the tenure of the office, the Company do hereby ratify and confirm the appointment of M/s.Swamy & Ravi, Chartered Accountants, as Statutory Auditors of the Company for the financial year ending March 31, 2019 at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

Special Business:**5. To approve the re-appointment of Mr. P. Ramachandran, (DIN: 01043572) as a Whole time Director and in this regard, to consider and, if thought fit to pass the following resolutions with or without modification as a special resolution.**

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 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 on the recommendation of Nomination and Remuneration Committee, approval of the shareholders of the company, be and is hereby accorded to the re-appointment of **Mr. P. Ramachandran** (DIN: 01043572), as a Whole Time Director for a further term of five years with effect from 26.09.2018 upon the terms and conditions as detailed below:

1) Remuneration

Monthly Remuneration of Rs. 1,25,000/- per month with annual increase of Rs. 10,000/-

2) Other emoluments**a. House Rent Allowance :**

House Rent Allowance will be considered to be paid, subject to the ceiling stipulated under sec 198, schedule V of the Companies Act, 2013 and other applicable provisions, if any, in future.

b. Medical Allowance :

Expenses incurred by him and his family subject to a ceiling of one month salary in a year or three months salary over a period of three years.

c. Leave Travel concession :

As per Company Rules from time to time.

d. Personal Accident Insurance :

Premium not to exceed Rs. 5000.00 per annum

e. Club Fees :

Fees of clubs subject to maximum two clubs. This will not include admission and life membership.

Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure."

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. P. Ramachandran, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under Schedule V of Part II - Section II of the Companies Act, 2013 or such other relevant provisions and limits as may be prescribed by the Government from time to time in this regard.”

6. To appoint a Director in place of Mr. Dhamodharaswamy (DIN: 00003230), 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 with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended on May 09, 2018), Mr. R. Dhamodharaswamy (DIN: 00003230), a Non-Executive Director, aged 87 years, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

7. To approve the payment of commission to Non Executive and Independent Directors of the Company and in this regard, to consider and, if thought fit to pass with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 197,198 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, provisions of Listing Regulations and in terms of Article 164(b)(ii) of the Articles of Association of the Company, a sum not exceeding one percent per annum of the net profits of the Company, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of three years, commencing April 1, 2018 in additions to the sitting fees paid/payale for attending the meetings of the Board of Directors of the Company and its committee thereof.”

8. To approve the increase in borrowing Powers of the Board from Rs.125 Crs to Rs.200 Crs and in this regard, to consider and, if thought fit, to pass the following resolutions with or without modification as a special resolutions.

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180 (1) (c) of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money by way of loans, notes, bonds or any other instruments including commercial papers in rupees or any foreign currency where the money to be borrowed, together with the money already borrowed by the Company, over and above aggregate of its paid up share capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), provided that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not, at any time, exceed Rs.200 Crs (Rupees Two Hundred Crores Only).”

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and to take all such steps as may be necessary to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any duly constituted Committee of Directors or any one or more Directors of the Company to finalise, settle, and execute such documents deeds, writings, agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

9. To approve Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings of the Company and in this regard, to consider and, if thought fit to pass the following resolutions with or without modification as a special resolution.

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180(1)(a) of the Companies Act, 2013, and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), the consent of the Company be and hereby accorded to the Board of Directors to create any charge, mortgage and/ or hypothecation in addition to the existing charges, mortgages, created/to be created by the Company on all or any of such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of notes/other instruments to secure rupee/foreign currency loans and/or the issue of notes/other instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs.200 crores (Rupees Two Hundred crores only) over and above the paid up share capital and free reserves of the Company.”

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and to take all such steps as may be necessary to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any duly constituted Committee of Directors or any one or more Directors of the Company to finalize, settle, and execute such documents deeds, writings, agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

10. To ratify the remuneration payable to CMA A.R. Ramasubramania Raja (M.No. 32458) appointed as Cost Auditors of the Company for FY 2018-19 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 Auditors by the Board of Directors to audit the cost records of the Company for the FY 2018-19, be paid a remuneration of Rs.90,000/- (Rupees Ninety Thousand Only) plus applicable service tax 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. Baskarasubramanian
Director (Corporate Affairs) &
Company Secretary
DIN:000003152 & FCS :4605)

Date: 11.08.2018

Place: Coimbatore

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. 5 to 10 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, 5 and 6 of the Notice, are also annexed.

2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT hours before the commencement of the AGM.

3. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed, by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

5. 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.

6. Members seeking any information with regard to the Financial Statements are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

7. The Register of Members and Share Transfer Books of the Company will be closed on **Saturday, September 15, 2018 to Saturday, September 22, 2018**, (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

8. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid within the stipulated time to those Members whose names stand registered on the Company's Register of Members:-

- a) As Beneficial Owners as at the end of business hours on **September 14, 2018** as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
- b) As Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before **September 14, 2018** and whose names appearing in the Register of Members as at **September 22, 2018** in respect of Members holding shares in physical form.

9. **Those Members who have so far not encashed their dividend warrants for the Financial year 2010-11, may approach Company / GNSA on or before 10th October 2018**, 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 November 27, 2018 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.

10. Due dates for transfer of unclaimed / unpaid dividends for the financial year 2010-11 and thereafter to IEPF:

FY ended	Declaration Date	Due Date
2010-11 (31.03.2011)	24.09.2011	27.11.2018
2010-12 (31.03.2012)	11.08.2012	14.10.2019
2010-13 (31.03.2013)	10.08.2013	14.10.2020
2010-14 (31.03.2014)	09.08.2014	13.10.2021
2010-15 (31.03.2015)	08.08.2015	12.10.2022
2010-16 (31.03.2016)	13.08.2016	17.10.2023
2010-17 (31.03.2017)	09.09.2017	14.11.2024

11. 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 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.

12. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the details of shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date 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.

13. 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 web-page :<http://iepf.gov.in/IEPFA/refund.html> or contact our RTA / Company lodging claim for refund of shares and/or dividend from the IEPF Authority.

14. A sum of Rs. 1,12,395/- has been transferred to the Investor Education and Protection Fund in the year 2017 towards unclaimed/unpaid dividend declared during September 2010.

15. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form, from December 05, 2018. In view of the above, the members holding shares in physical form are requested to consider converting their holdings to dematerialize** and to avail various benefits of dematerialisation and to eliminate all risks associated with physical shares and for ease of portfolio management.

16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to GNSA and the company.

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 GNSA. Members holding shares in electronic form may submit the same to their respective depository participant.

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18. Members holding shares in physical mode:
- 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.
 - are advised to register the nomination in respect of their shareholding in the company. You can access the Nomination Form (SH-13) is on the Company's website www.salzergroup.net/investors
 - are requested to register / update their e-mail address with the company / RTA for receiving all communications from the company electronically.
19. Members holding shares in electronic mode:
- are required to submit their Permanent Account Number (PAN) and Bank Account details to their DPs with whom they are maintaining their demat account.
 - are advised to contact their DPs for registering the nomination.
 - are requested to register / update their e-mail address with their DPs for receiving all communications from the company electronically.
20. Non-Resident Indian members are requested to inform RTA / respective DPs / Company, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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.
21. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.salzergroup.net .
22. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / GNSA.
23. The route map showing directions to reach the venue of the thirty - third AGM is annexed.
24. 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 CDSL, 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.
25. The Board of Directors has appointed Mr. G.Vasudhevan, Practicing Company Secretary as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
26. 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.
27. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
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28. The voting period begins on **Monday, September 17, 2018 (9.00 a.m.) and ends on Friday, September 21, 2018 (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 of Saturday, September 15, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

29. THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for SALZER ELECTRONICS LIMITED on which you choose to vote.

- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) (i) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

30. For members who wish to vote using ballot form:

For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the AGM. The members may submit the same in a sealed envelope **to the Scrutinizer, Mr. G. Vasudevan, Practicing Company Secretary, C/o. Salzer Electronics Limited, Samichettipalayam, Coimbatore 641 047**, so as to reach by 5.00 p.m., on September 21, 2018. Detailed instructions on voting through post are given on the reverse of the Ballot Form

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

31. Other Instructions

- i. The e-voting period commences on Monday, September 17, 2018 (9.00 a.m.) and ends on Friday, September 21, 2018 (5.00 p.m.). During this period, Members holding shares either in physical form or in dematerialized form, as on September 15, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evotingindia.com.
- iii. Mr.G.Vasudevan, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner for Annual General Meeting (AGM).
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting thereafter 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.
- v. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.salzergroup.com and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- vi. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- vii. A Member can opt for only one mode of voting, i.e. either by post or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through a valid e-voting shall prevail and Postal Ballot of that Member shall be treated as invalid.
- Viii. If any member buys the shares of the company after August 17, 2018 they may either write to the company for call for notice or down load the notice from the website of the company to cast their vote as advised therein.
- ix. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

By the order of the Board of Directors

Date: 11.08.2018

Place: Coimbatore

S. Baskarasubramanian
Director (Corporate Affairs) &
Company Secretary
DIN:000003152 & FCS :4605)

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. 6 to 10 of the accompanying Notice:

Item No.5

The present term of Mr. P. Ramachandran, aged 70 years, who has been re-appointed as a Whole time Director with the approval of the shareholders at their meeting held on August 10, 2013 with a term of 5 Years effective September 26,2013, which is getting expired on 25.09.2018. The Board of Directors at their meeting held on August 11, 2018, based on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. P. Ramachandran for an another term of Five years with a monthly remuneration of Rs.1,25,000/- with an annual increment of Rs.10,000/- per month during period of office and with such other emoluments as set out in the resolutions.

Currently Mr. P. Ramachandran is heading Wires and Cables Divisions, which witnessed a Compounded Annual Growth Rate (CAGR) of 20% in the last five years against 15% CAGR of the Company. Further, Cables Division's contribution to the overall business volumes has also increased gradually from 40% in 2013 to 50% in 2018. Considering the growth of Cables Divisions under his leadership in the last five years and the requirement of his contribution for the further growth of this Division in the years ahead, the Board thought fit to approve the re-appointment of Mr. P. Ramachandran for another term of five years subject to the approval of the shareholders at the scheduled Annual General Meeting.

Mr. P. Ramachandran fulfills all the conditions as set out in Part I of Schedule V to the Companies Act 2013 and also conditions set out under Section 196(3) of aforesaid Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of above Act.

The above may be treated as a written memorandum setting out the terms of the Re-appointment of Mr. P. Ramachandran under Section 190 of the Companies Act 2013.

Details of Mr.P.Ramachandran are provided in the "Annexure" to the Notice.

The Board recommends the special resolutions as set out at item 5 in compliance of first Proviso to Section 196(3)(a) of the Companies Act 2013.

The Term of the Office of Mr.P Ramachandran is subject to determination of retirement by rotation in terms of Section 152 of the Companies Act 2013 and in terms of the resolutions passed by the shareholders at their 30th Annual General meeting held on August 08, 2015.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. P.Ramachandran and his relatives, are in any way, concerned or interested in the said resolution.

Item No.6

In terms of recent amendment to Regulation 17 to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr.Dhamodharaswamy (DIN: 00003230), aged 87 years, is a Non-Executive Non-Independent Director of the Company, who is liable to retire by rotation at this AGM as he has been the longest in office since his last re-appointment. His tenure on re-appointment as Non Executive Non Independent Director at this AGM continues beyond 1st April 2019.

Considering above facts, Nomination and remuneration Committee considered and reviewed his brief profile for the re-appointment on retirement by rotation, and the Committee evaluated his performance and also observed that

- He is one of the Promoters of the Company, holding Directorship since 1985;
- He played a major Role in the growth and Development of the Company in the last 33 years with his unique distinction in the area of development of the Electrical Products and
- His continuation in the Office would strengthen the Board's collective Decision power in the era of growth of the Company in the new horizon.

Mr.Dhamodharaswamy has declared that he is not disqualified under any of the Provisions of the Companies Act 2013

His brief profile has been given in Page No. 14 of this Notice.

Therefore Nomination and Remuneration Committee and Board considered that it will be prudent to appoint Mr. R Dhamodharaswamy as Non Executive Non Independent Director and recommended the proposal of his re-appointment to the shareholders by way of special resolutions.

Except Mr.Dhamodharaswamy and his brother Mr. R Doraiswamy, Managing Director, None of the Directors is concerned or interested in the Resolution.

Item No.7

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas and has been contributing for the growth of the Company. Hence, the Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts. Therefore, it has been proposed for the payment of commission on profits at a rate not exceeding 1 per cent of the net profits of the Company in any fiscal year plus taxes at an applicable rate for a period of three years, commencing April 1, 2018.

This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

As required under Article 164(b)(ii) of the Articles of the Association of the Company, requisite resolutions has been placed before the Members for approval on the payment of Profit Commission to the Non Executive and Independent Directors.

All the Directors of the Company, except Mr. R. Doraiswamy, Managing Director, Mr. D. Rajesh Kumar, Joint Managing Director and Chief Financial Officer, Mr. P. Ramachandran, Whole Time Director, Mr. R. Dhamodharaswamy, Non Executive Director who is an elder brother of Mr. R Doraiswamy and Dr. Thilagam Rajesh, Non-Executive Director, who is spouse of Mr. D. Rajesh Kumar, are concerned or interested in the Resolution at Item No. 7 of the Notice to the extent of the remuneration that may be received by each of them.

Item No.8 & 9

The Members of the Company had, vide their special resolution, passed at their 29th Annual General Meeting held on August 09,2014, accorded consent to the Board of Directors for borrowing any sum or sums of money in excess of aggregate of the paid-up share capital and its free reserves, excluding temporary loans obtained from the Company's bankers in the ordinary course of business, not exceeding the sum of Rs. 125 crores (Rupees One Hundred and Twenty Five Crores only).

The Company continues to explore various organic opportunities for its growth. This would require sufficient resources to be available for various activities including capital expenditure, working capital, growth opportunities, expansion and general corporate purposes from time to time. It would, therefore, be prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for its growth plans. The requirement of funds may be met by means of incurring debt, which may exceed the present approved limit of Rs. 125 crores.

Hence it is proposed to revise the overall borrowing limits of the Company, such that the money to be borrowed, together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, up to a limit not exceeding in the aggregate Rs.200 crores (Rupees Two Hundred Crores only) over and above the paid-up capital and its free reserves.

The borrowings of the Company may, if necessary, be secured by way of charge/mortgage/pledge/ hypothecation on the Company's assets including in addition to existing charges comprising of the movable/ immovable, tangible/intangible properties of the Company, present or future in favour of the lender(s)/ from time to time, in such form and Manner. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lenders may contain the provisions to take over the substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company, which may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act, 2013.

In terms of aforesaid Special resolution passed by the Members, the Members had accorded their consent to the Board of Directors for creation of mortgages, charges, etc. for securing the borrowings upto Rs.125 Crores in terms of section 180(1) (c) of the Companies Act, 2013, which was over and above the Paid up capital and free reserves.

In order to increase the earlier approved limit to Rs.200 crores, the Directors recommend passing of the resolution as special resolution for the creation of security to secure an amount upto Rs.200 crores over and above such paid up capital and free reserves, for approval of the Members.

The resolutions contained under Item No. 8 & 9 of the accompanying Notice; accordingly, seek shareholders' consent by way of Special Resolution for increasing the borrowing limits and creation of mortgages, charges, etc. thereon and for authorizing the Board of Directors (including committee thereof authorised for the purpose) of the Company to complete all the formalities in connection therewith.

None of the Directors and Key managerial personnel or their relatives, except to the extent of their shareholding, are in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice.

Item No.10

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 May 24, 2018, the Board considered and approved the appointment of CMA A.R. Ramasubramania Raja (M.No. 32458) as the cost auditor for the FY 2018-19 at a remuneration of Rs.90,000 plus applicable service tax and reimbursement of out-of-pocket expenses on actual basis. The Board of Directors recommend the Ordinary Resolution as set out in Item No. 10 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.

THE 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. Perumal Reddiar Ramachandran	Mr. Rangaswamy Naidu Dhamodharaswamy
DIN	00006783	01043572	00003230
Category	Non Executive Director	Whole Time Director	Non Executive Director
Date of Birth	03/12/1972	01/09/1948	24/08/1931
Date of Appointment on the Board	30/03/2015	26/09/1998	17/12/1986
Qualification	MBBS, DGO	B.A.,	B.A., (Hons)
Brief profile and nature of their expertise in specific functional are as	Heading Multi Specialty Hospital & having vast administrative and Management experience	He is a Graduate in Economics with wide experience in the field and good contacts both in domestic and international markets, have contributed to achieve the performance and corporate objectives of the company all these years	Having rich business acumen and outlook in corporate management and administrative matters. He is a member of Lion Clubs and actively engaged in corporate social welfare activities being the philanthropist
Directorships held in other companies.	<ol style="list-style-type: none"> 1. K R Health Care P ltd, 2. SRVE Industries Ltd, 3. Quebec Information Services India Limited 4. Coimbatore Kalpana Chit Funds P Ltd 5. Sarojini Chit Funds Private Limited 6. Saradha Investments Ltd 7. Kalpana Medical Centre Private Limited 	M/s. Salzer Securities Holdings Ltd	M/s. Micro Instruments Limited
Memberships / Chairmanships of committees across all companies	NIL	NIL	NIL
Shareholding in the Company	457255 Equity Shares-0.32%	NIL	42570 Share
Inter se relationship, if any	Wife of Shri. Rajeshkumar Doraiswamy, Joint Managing Director and Chief Financial Officer and daughter in law of Shri. Rangaswamy naidu Doraiswamy, Managing Director	NIL	Elder brother of Mr. R Doraiswamy, Managing Director

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN L03210TZ1985PLC001535 Name of the member (s)

Name of the company **Salzer Electronics Limited** Registered address

Registered Office Samichettipalayam, Coimbatore 641 047

E-mail id

Folio No. / Client Id.

DP Id

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : 2. Name :

Address : Address :

E-mail id : E-mail id :

Signature :, or failing him Signature :, or failing him

3. Name : Address:

E-mail id : Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd ANNUAL GENERAL MEETING of the Members of SALZER ELECTRONICS LIMITED will be held at **HOTEL SREE ANNAPOORNA**, R.S. PURAM, COIMBATORE - 641 002 on **SATURDAY, THE 22nd DAY OF SEPTEMBER 2018** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions under Ordinary Business.

1. Adoption of Audited Financial Statements for the year ended March 31, 2018 along with the Directors' report and Auditor's Report thereon
2. Declaration of a dividend on equity shares for the year 2017-18.
3. Appointment of a Director in the place of Mrs. Rajesh Kumar Thilagam, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment
4. Ratification of the appointment of statutory auditor for the financial year 2018-19.

Resolutions under Special Business.

5. Appointment of Mr. P.Ramachandran as Whole Time Director for a term of five years effective September 26, 2018:
6. Appointment of a Director in place of Mr. Dhamodharaswamy, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
7. Payment of Profit Commission to the Non Executive and Independent Directors of the Company.
8. Increase the Borrowing Powers of the Board from Rs. 125 Cr to Rs. 200 cr.
9. Creation of Charges on movable and immovable properties of the company
10. Ratification of the remuneration payable to CMA A R Ramasubramania Raja, appointed Cost Auditor for the Financial year 2018-19.

Signed this day of 2018

Signature of Proxy holder(s)

Signature of shareholder

On Re.1/-
Revenue
stamp to be
affixed here

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Form No. MGT-12**BALLOT PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the company : **Salzer Electronics Limited** (CIN : L03210TZ1985PLC001535)

Registered Office : Samichettipalayam, Coimbatore 641 047

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolutions as set out in Notice dt Aug 11,2018 for AGM, enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item No.	No of shares held by me	I assent to the resolution	I dissent from the resolution
Resolutions under Special Business				
1	Adoption of Audited Financial Statements for the year ended March 31, 2018 along with the Directors' report and Auditor's Report thereon.			
2	Declaration of a dividend on equity shares for the year 2017-18.			
3	Appointment of a Director in the place of Mrs.Rajesh Kumar Thilagam, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.			
4	Ratification of the appointment of statutory auditor for the financial year 2018-19.			
Resolutions under Special Business				
5	Appointment of Mr. P. Ramachandran as a Whole Time Director for a term of five years effective September 26, 2018.			
6	Appointment of a Director in place of Mr. Dhamodharaswamy, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.			
7	Payment of Profit Commission to the Non Executive and Independent Directors of the Company.			
8	Increase the Borrowing Powers of the Board from Rs.125 Cr to Rs.200 cr.			
9	Creation of Charges on Creation of Charges on movable and immovable properties of the company .			
10	Ratification of the remuneration payable to CMA A R Ramasubramania Raja, appointed Cost Auditor for the Financial year 2018-19.			

Place :

Date :

INSTRUCTIONS

1. Members may fill up the Ballot Form and submit the same in a sealed envelope to the Scrutinizer, Mr. G.Vasudevan, Practicing Company Secretary, Unit: Salzer Electronics Limited, Samichettipalayam, Coimbatore 641 047 or to his email id vasudevanacs@gmail.com as to reach by 5.00 p.m. on or before September 21, 2018. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible, if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event a member casts his votes through both the processes, i.e., e-voting and Ballot Form, the votes in the electronic system will be considered and the Ballot Form will be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e., GNSA Infotech Limited). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorised representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization / Board resolution to vote should accompany the Ballot Form.

Instructions for the e-voting procedure are available in the Notice of the AGM and are also placed on the website of the Company.

SALZER ELECTRONICS LIMITED

Samichettipalayam (PO), Jothipuram, Coimbatore – 641 047.

ATTENDANCE SLIP

(33rd Annual General Meeting September 22, 2018)

Reg. Folio No./ DP & Client ID: _____

I certify that I am a registered Shareholder/Proxy for the Registered shareholder of the Company and I hereby record my presence at the 33rd Annual General Meeting of the Company held at Hotel Sree Annapoorna, R.S.Puram, Coimbatore 641 002, on SATURDAY, September 22, 2018, at 11.30 AM.

Member's/Proxy's
Name in BLOCK Letters

Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the Entrance of the Meeting Hall.

AGM Venue - Route Map



