

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **SALZER ELECTRONICS LIMITED – Scrip Code: 517059**

Quarter ending : **31.03.2015**

Date: **15.04.2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes /No/N.A.)	Remarks
1	2	3	4
II. Board of Directors	49 II	Yes	
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures **	49(IIC)	No	<i>Not applicable</i>
(C) Other provisions as to Board and Committees	49(IID)	Yes	
(D) Code of Conduct	49(III E)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
III. Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of information by Audit Committee	49(IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)		
V. Subsidiary Companies	49 (V)	No	<i>does not have any subsidiary company</i>
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49(VIII)	Yes	
(A) Related Party transactions	49(VIIIA)	Yes	
(B) Disclosure of the Accounting Treatment	49(VIIIB)	Yes	
(C) Remuneration of Directors	49(VIIIC)	Yes	
(D) Management	49(VIIID)	Yes	
(E) Shareholders	49 (VIIIE)	Yes	
(F) Proceeds from initial public issues, rights issues, preferential issues, etc.,	49(VIIIF)	No	No Public Issues, Rights Issues, Preferential Issues etc. during the period under review
IX. CEO/CFO Certification	49 (IX)	Yes	<i>will be complied with at the AGM</i>
X. Report on Corporate Governance	49 (X)	Yes	<i>will be complied with at the AGM</i>
XI. Compliance	49 (XI)	Yes	<i>will be complied with at the AGM</i>

** The Company does not pay any compensation to the Non Executive Directors except the sitting fees being paid for attending the Board Meeting within the limit as stipulated by the Companies Act, 1956. Hence the Compliance of Clause 49(1B) of the Listing Agreement does not arise. Accordingly, we have indicated as "Not Applicable against the said Clause.

For SALZER ELECTRONICS LTD

S.BASKARASUBRAMANIAN
DIRECTOR (CORPORATE AFFAIRS)
& COMPANY SECRETARY