

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Salzer Electronics Limited**
 2. Quarter ending - **31-Mar-2018**

i. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	N.RA NGA CHARY	00 05 44 37	AA AP N00 01C	ID,C & NED	09-Aug-2014		5	3	2	2
Mr.	R.DO RAIS WAMY	00 00 31 31	AAZ PDO 906 D	ED	02-May-2016			1	1	0
Mr.	D.RA JESH KUMAR	00 00 31 26	ADS PR6 198 K	ED	01-Oct-2016			1	1	0
Mrs.	Dr.R AJES HKU MARTHIL AGAM	00 00 63 52	ABT PT7 890 D	NED	30-Mar-2015			1	0	0
Mr.	N JAYABAL	00 00 31 11	AAL PJ3 755 G	ID	09-Aug-2014		5	1	2	0
Mr.	P RAMACHAND	00 95 55 80	ADP PR8 831 G	ED	26-Sep-2013			1	0	0

	RAN									
Mr.	R DHA MOD RAS WA MY	00 00 32 30	AC WP D40 29N	NED	02-May- 1986			1	0	0
Mr.	NIR MAL KUM AR M CHA NDRI A	00 00 31 34	ACA PN1 946 N	ID	09-Aug- 2014		5	1	0	0
Mr.	P K SHA H	00 00 31 06	AD OPS 858 1K	ID	09-Aug- 2014		5	1	0	0
Mr.	L VEN KATA PATH Y	00 00 30 95	AC HPV 662 9F	ID	08-Aug- 2015		5	1	2	1
Mr.	S. BASK ARA SUBR AMA NIAN	00 00 31 52	AAL PB3 468 J	ED	22-Dec- 2001			1	2	0
Mr.	V.SA NKA RAN	00 00 31 41	AAB PS1 270 R	ID	09-Aug- 2014		5	1	1	0
Mr.	OTT O EGGI MAN N	07 79 11 13	ZZZ ZZ9 999 Z	ID	25-May- 2017		3	1	0	0

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. BASKARA SUBRAMANIAN	ED	Member
2	V.SANKARAN	ID	Member
3	L VENKATAPATHY	ID	Member
4	N JAYABAL	ID	Member
5	N.RANGACHARY	ID,C & NED	Chairperson

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. BASKARA SUBRAMANIAN	ED	Member
2	L VENKATAPATHY	ID	Chairperson
3	D.RAJESHKUMAR	ED	Member
4	N JAYABAL	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	M.LAKSHMINARAYANA	Member	Member
2	B.MAHENDRAN	Member	Member
3	P.SIVAKUMAR	Member	Member
4	P.RAMACHANDRAN	ED	Member
5	D.RAJESHKUMAR	ED	Chairperson
6	N JAYABAL	ID	Member
7	R.DORAISWAMY	ED	Member
8	S. VENKATACHALAM	Member	Member
9	V SANKARAN	NED,ID	Member
10	S. BASKARA SUBRAMANIAN	ED	Member
11	R.MENAKA	Member	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. BASKARA SUBRAMANIAN	ED	Member
2	V.SANKARAN	ID	Chairperson
3	L VENKATAPATHY	ID	Member
4	P K SHAH	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
17-Nov-2017	09-Feb-2018	83
	16-Mar-2018	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	08-Feb-2018	4	17-Nov-2017	82
Stakeholders Relationship Committee	30-Mar-2018	4	31-Dec-2017	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

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

Company has Risk Management Committee voluntarily
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Name : **S.BASKARASUBRAMANIAN**
Designation : **Company Secretary & Compliance Office**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : **S.BASKARASUBRAMANIAN**
Designation : **Company Secretary & Compliance Office**