

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 is hereby given that an Extraordinary General Meeting of the Members of Salzer Electronics Limited will be held on **Monday, the 25th Day of March 2019 at 10.00 A.M.**, at the Registered Office of the Company at Samichettipalayam, Jothipuram (Post), Coimbatore - 641 047 to transact the following business:

SPECIAL BUSINESS

Item No.1

CONTINUATION OF Mr. N.RANGACHARY (DIN: 00054437) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT in compliance of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and taking into account the essentialities of his contribution with his enriched knowledge and experience for strengthening Board's conviction and integrity in rendering their fiduciary duties and responsibilities, the approval of the members of the Company be and is hereby accorded to the continuation of directorship held by Mr. N.Rangachary (DIN: 00054437) aged 81 years, as Non Executive Independent Director for the first term till the conclusion of the 34th Annual General Meeting in the calendar year 2019 in accordance with relevant resolutions passed by the Members at their 29th Annual General Meeting held on August 09,2014.”

Item No.2

CONTINUATION OF Mr. P.K. SHAH (DIN: 00003106) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT in compliance of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and having regard to the requirement of his guidance and directions with his good insight in Management of the business, for effective contribution by the Board, the approval of the members of the Company be and is hereby accorded to the continuation of directorship held by Mr. P.K. Shah (DIN: 00003106), aged 75 years, as Non Executive Independent Director for the first term till the conclusion of the 34th Annual General Meeting in the calendar year 2019 in accordance with relevant resolutions passed by the Members at their 29th Annual General Meeting held on August 09,2014.”

Item No.3

CONTINUATION OF MR.V. SANKARAN (DIN: 00003141) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT in compliance of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and by keeping in mind his augmented

professional experience and approach with his professional qualifications for efficient guidance to the Board particularly in the area of finance and cost management, the approval of the members of the Company be and is by accorded to the continuation of directorship held by Mr.V.Sankaran (DIN: 00003141), aged 76 years, as Non Executive Independent Director for the first term till the conclusion of the 34th Annual General Meeting in the calendar year 2019 in accordance with relevant resolutions passed by the Members at their 29th Annual General Meeting held on August 09,2014."

Item No.4**CONTINUATION OF MR.N JAYABAL(DIN: 00003111) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT in compliance of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in pursuance of his global experience in export driven business, required to the Board for understanding and making certain decision from the global business scenario perspective and well known for adoption of value engineering techniques and tools in manufacturing areas, the approval of the members of the Company be and is by accorded to the continuation of directorship held by Mr. N Jayabal (DIN: 00003111), aged 75 years, as Non Executive Independent Director for the first term till the conclusion of the 34th Annual General Meeting in the calendar year 2019 in accordance with relevant resolutions passed by the Members at their 29th Annual General Meeting held on August 09,2014."

Item No. 5**CONTINUATION OF Mr.L.VENKATAPATHY (DIN: 00003095) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT in compliance of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and by considering his rich management experience gained in well reputed companies in the area of finance, an indispensable source for the Board, the approval of the members of the Company be and is by accorded to the continuation of directorship held by Mr.L.Venkatapathy (DIN: 00003095), aged 90 years, as Non Executive Independent Director for the second term till the conclusion of the 35th Annual General Meeting in the calendar year 2020 in accordance with relevant resolutions passed by the Members at their 30th Annual General Meeting held on August 08,2015."

Item No. 6**RE-APPOINTMENT OF Mr. N.RANGACHARY (DIN: 00054437) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and taking into account the essentialities of his contribution with his enriched knowledge and experience for strengthening Board's conviction and integrity in rendering their fiduciary duties and responsibilities, Mr. N.Rangachary (DIN: 00054437),aged 81 years,a Director of the Company, be and is hereby reappointed as

Non Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for the second term for a period of five consecutive years commencing after conclusion of 34th Annual General Meeting for the FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24 and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Item No.7**RE-APPOINTMENT OF Mr. P.K. SHAH (DIN: 00003106) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and taking into account further requirement of his guidance and directions with his good insight in Management of the business, for effective contribution by the Board, Mr. P.K. Shah (DIN: 00003106), a Director of the Company, aged 75 years, be and is hereby reappointed as Non Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for the second term for a period of five consecutive years commencing after conclusion of 34th Annual General Meeting for the FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24 and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Item No. 8**RE-APPOINTMENT OF Mr.V. SANKARAN (DIN: 00003141) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and by keeping in mind his augmented professional experience and approach with his professional qualifications for efficient guidance to the Board particularly in the area of finance and cost management, Mr. V. Sankaran (DIN: 00003141), aged 76 years, a Director of the Company, be and is hereby reappointed as Non Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for the second term for a period of five consecutive years commencing after conclusion of 34th Annual General Meeting for the FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24 and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Item No. 9**RE-APPOINTMENT OF MR. N JAYABAL(DIN: 00003111) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective April 01, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and and in pursuance of his global experience in export driven business, required to the Board for understanding and making certain decision from the global business scenario perspective, Mr.N Jayabal(DIN: 00003111), a Director of the Company, aged 75 years, be and is hereby reappointed as Non Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for the second term for a period of five consecutive years commencing after conclusion of 34th Annual General Meeting for the FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24 and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Item No. 10**RE-APPOINTMENT OF Mr. NIRMAL KUMAR CHANDRIA (DIN: 00003134)AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and considering his unique qualities and guidance for effective deliberations at the Board with his extensive industrial experience, Mr. Nirmal Kumar Chandria (DIN: 00003134), aged 58 years,a Director of the Company, be and is hereby reappointed as Non Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for the second term for a period of five consecutive years commencing after conclusion of 34th Annual General Meeting for the FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24 and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

By Order of the Board of Directors

S Baskarasubramanian

Director (Corporate Affairs) & Company Secretary

& Compliance Officer

(DIN : 00003152 & FCS: 4605

Date : February 08,2019

Place : Coimbatore - 641 047

Encl:.

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through "electronic means" and "other prescribed means".
- 2) Proxy form and Postal ballot form.

Annexure to the Notice of postal ballot dated February 08, 2019**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL RESOLUTIONS**

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated February 08, 2019 and shall be taken as forming part of the notice.

Item No. 1 to 5

Securities and Exchange Board of India (SEBI), based on the recommendation of the UdayKotak Committee, issued vide Notification dated May 09, 2018 SEBI (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 which is being effective April 01, 2019. By this amendment, SEBI has introduced Regulation 17(1A) which provides for as under

“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 (75) 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.”

In the light of above new Regulation, the following set of Non Executive Independent Directors seek for the approval of the shareholders of Company in view of attainment of 75 years age for continuation of their directorship during their respective term after April 01, 2019:-

- Mr. N.Rangachary, Mr. P.K. Shah, Mr. V.Sankaran and Mr. N Jayabal, who have all been appointed by the shareholders as the Non Executive Independent Directors at the 29th Annual General Meeting held on August 09, 2014 to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019 in compliance of Section 149 (10) of the Companies Act 2013 and
- Mr. L.Venkatapathy, who has been appointed at the 30th Annual General Meeting held on 08th August 2015 with the second term of office for consecutive period of five years up to the date of the 35th Annual General Meeting of the Company in the calendar year 2020 in compliance of Section 149 (10) of the Companies Act 2013.

The above set of Directors are in possession of individual skills, experience and knowledge as narrated elsewhere in the Notice, which are great inputs and means for the Board to render its duties with greater insight and augmentation

The Board and its Nomination and Remuneration Committee have recommended appropriate Resolutions for continuation of appointments of all above Directors after April 01, 2019.

The above-named Directors may be deemed to be concerned or interested in the resolution for continuing their appointments. None of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item no. 1 to 5 of this notice.

The brief profiles of the respective Directors are appended herewith in pursuance of Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirement) Regulations 2015.

The board therefore recommends the Special Resolution as set out at item no. 1 to 5 of the Notice for approval by the shareholders of the Company.

Item No. 6 to 10

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges, Mr. N. Rangachary, Mr. P.K. Shah, Mr. V. Sankaran Mr. N. Jayabal and Mr. Nirmal Kumar Chandria have been appointed as Non Executive Independent Directors at 29th Annual General Meeting of the Shareholders of the Company held on August 09, 2014 with first term of office for a period of five consecutive years up to the conclusion of the 34 Annual General Meeting of the Company in the calendar year 2019

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of respective Non Executive Independent Directors, has recommended re-appointment of all aforesaid Directors as the Non Executive Independent Directors, on the Board for the second term of five consecutive years commencing after the conclusion of 34th Annual General Meeting for FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24.

The Board, based on the performance evaluation of respective Non Executive Independent Directors, and as per the recommendation of the Nomination and Remuneration Committee, considered at their Meeting held on February 08, 2019 that, given their background and experience and contributions made by Non Executive Independent Directors, during their tenure during the last five years, the continued association of subject Non Executive Independent Directors, on the Board would highly be beneficial to the further growth of the Company and, accordingly, it is desirable to continue to avail their service as the Independent Directors.

Accordingly, it is proposed to appoint Mr. N. Rangachary, Mr. P.K. Shah, Mr. V. Sankaran Mr. N. Jayabal and Mr. Nirmal Kumar Chandria as the Non Executive Independent Directors, of the Company, not liable to retire by rotation and to hold office for the second term of consecutive five years commencing after the conclusion of 34th Annual General Meeting for FY 2018-19 till the conclusion of the 39th Annual General Meeting of the Company to be held for the FY 2023-24.

Further, the Section 149 of the Companies Act 2013 and the Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, inter alia, prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of above Act. Section 149(10) of the said Act provides that an independent director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report and by virtue of Provisions of Section 149(11), an independent director may hold office up to two consecutive terms.

All the Non Executive Independent Directors, are not disqualified from being appointed as the Directors in terms of Section 164 of the Companies Act 2013 and have given their consent individually to act as the Independent Directors on the Board.

In the opinion of the Board, all the Non Executive Independent Directors, have fulfilled the conditions specified in the Companies Act 2013 and the Rules framed thereunder for appointment as an Non Executive Independent Directors, and are they independent of the management.

Copy of the draft letter of appointment of Non Executive Independent Directors, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

The subject Non Executive Independent Directors, are entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms of Section 197 and other applicable provisions of the Companies Act 2013, and as determined by the board from time to time, within the overall limits specified under the Companies Act 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members' approval sought by way of Special Resolution through this Extra Ordinary General Meeting will also be considered as approval in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the re-appointment of those Non Executive Independent Directors, who attained 75 years of age during their second term.

Notices have been received from members of the Company under Section 160 of the Act 2013, signifying their intention to propose the candidatures of the aforesaid Non Executive Independent Directors, and to move the resolutions as set out in item nos. 6 to 10 of this notice.

The brief profiles of the respective Directors are appended herewith in pursuance of Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirement) Regulations 2015.

Except Mr. N. Rangachary, Mr. P.K. Shah, Mr. V. Sankaran Mr. N. Jayabal and Mr. Nirmal Kumar Chandria, being appointees, none of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item nos. 1 to 5 of this notice.

The board therefore recommends the Special Resolutions as set out at item nos. 6 to 10 of the Notice for approval by the shareholders of the Company

Brief profile of the Directors

a) Mr. N .Rangachary (DIN :00054437)

Mr. Rangachary, born in 1938, is an IRS officer having over 40 years of experience under the Government of India, Ministry of Finance. He is also a Fellow Member of all the three Professional Bodies viz., The Institute of Chartered Accountants of India, The Institute of Cost and Works Accountants of India and The Institute of Company Secretaries of India. He has also served as a Chairman of Central Board of Direct Taxes and also first Chairman of Insurance Regulatory and Development Authority (IRDA) from 1997 till June 2003. He was conferred with International Insurance Man for the year 1999 award for his meritorious service in Insurance Sector. Further, he was also an advisor to the Government of Andhra Pradesh, Finance department during the period 2002 2008. He is a Honorary Member of Indian Institute of Actuary.

He was appointed on the Board on March 01, 2014 as a Non Executive Director and as a Chairman of the Company. His directorship in other companies are - Orient Green Power Company Limited, Equitas Holdings Limited, Pegasus Assets Reconstruction Private Limited, Mtar Technologies Private Limited, Mtar Technologies Private Limited, CDSL Insurance Repository Limited and Swamy & Swamy Business Services Private Limited.

He is contributing to the Board with his enriched knowledge and experience as gained across the spectrum, for strengthening Board's conviction and integrity in rendering their fiduciary duties and responsibilities.

He is a Member of the Audit Committee and Chairman of the CSR Committee, and he does not hold any shares in the Company.

b) Mr. P K Shah (DIN : 00003106)

Mr. P K Shah, born in 1944, is a graduate, is administrating the marketing of electrical product business besides having wide interest in Finance. In the last more than 25 years, he was a part of many strategic decisions of the Company by providing his valuable acumens for indefatigable decisions of the Board in the Management of affairs of the Company. He has been associated with the Company in the capacity of a director since May 2, 1986, second year after incorporation of the Company

Except Salzer, he does not hold directorship in any other Companies.

He is also member of Nomination and Remuneration Committee of the Board

He holds 40,835 shares representing 0.25 % of the total paid-up shares of the Company.

c) Mr. V Sankaran (DIN :00003141)

Mr. V. Sankaran, born in 1943, holds a Master's Degree in Commerce and is an Associate Member of both the Institute of Cost Accountants of India and the Institute of Company Secretaries of India. He also holds a Postgraduate Diploma in Management Accounting from Jamnalal Bajaj Institute of Management Studies, Bombay (University of Bombay). He is well known in the Financial Services Industry. He has over 35 years of experience in reputed companies in various areas with more thrust on finance and cost management. He has been associated with our Company in the capacity of a director since September 28, 2002. During his tenure, with his expertise in Financial Management and professional knowledge, he has contributed significantly through deliberations at the Board, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Employees Compensation Committee etc., in formulating appropriate policies and in compliance of various Standards under different Statutes.

Besides Salzer, he holds directorship in Smile Electronics Limited, Bangalore.

He is a Chairman of the Audit Committee, Nomination and Remuneration Committee and Employees Compensation Committee under Stock Options Scheme, and Member of Risk Management Committee of the Board. He does not hold any shares in the Company.

d) Mr. N. Jayabal (DIN :00003111)

Mr. N. Jayabal, born in 1944, is an Electrical Engineer, having wide global experience for about three decades and with good technical expertise which helped the Company to adopt appropriate manufacturing techniques with Value engineering and other advanced Management tools like total production management, total quality management and 5s techniques and other value engineering techniques which contributed to improve the performance of the Company to give quality products.

Besides Salzer, he holds directorship in Salzer Exports Limited and Salzer Magnet Wires Limited.

He is a Member of the Audit Committee, Stakeholder (Investors) Relationship Committee, CSR Committee and Risk Management Committee of the Board.

He is also Member of the Audit Committee and Nomination and Remuneration Committee of Salzer Magnet Wires Limited.

He holds 665 shares representing 0.004 % of the total paid-up shares of the Company.

e) Mr. L Venkatapathy (DIN : 00003095)

Mr. L Venkatapathy, holds a Bachelor's degree in Commerce and Arts from University of Madras. He has been associated with our Company in the capacity of a director since December 17, 1986 and has wide experience in business management and administration by virtue of having held various important positions in leading Companies in Coimbatore, and he is having sound knowledge and expertise in finance and administration.

He is a Member of the Audit Committee, and Nomination and Remuneration Committee and the Chairman of Stakeholder (Investors) Relationship Committee of the Board.

He is Chairman of the Audit Committee and Nomination and Remuneration Committee of Salzer Magnet Wires Limited. He holds 300 shares in the Company.

f) Mr. Nirmal Kumar Chandria (DIN : 00003134)

Nirmal Kumar Chandria, born in 1960, is holding Bachelor's degree in Commerce from University of Kerala. He is an Industrialist and manages diversified business operations under his leadership. He has been associated with our Company in the capacity of a director since December 17, 1986.

His directorship in other companies are - MotichandPoonjabhai And Brothers Private Limited, Parsvir Alloys Private Limited, Nirmal Aluminium Industries Limited, Nirmal Insulations Private Limited, Motijay Investments Private Limited, Jaymoti Investments Private Limited.

Presently, he is holding 39,950 shares in the Company representing 0.25 % of the total paid up shares.

NOTES :-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder
2. The instrument 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 an Extraordinary General Meeting (EGM).
3. A Proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
4. Corporate Members intending to send their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing representative to attend and vote on its behalf at the Meeting.
5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
6. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. A copy of the Notice will also be available on the website of the Company viz. www.salzergroup.net.
7. A route map showing directions to reach the venue of the Meeting forms part of the Notice
8. 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 and postal ballot are deemed to have been passed as if they have been passed at the EGM.
9. The Board of Directors has appointed Mr. G Vasudevan, Practicing Company Secretary as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
10. The facility for voting, either through electronic voting system or Postal Ballot or polling paper shall also be made available at the EGM 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 EGM.
11. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
12. The voting period begins on Wednesday, March 20, 2019 (9.00 a.m.) and ends on Sunday, March 24, 2019 (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 March 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Company's office in Coimbatore, Tamil Nadu during office hours on all working days from the date of dispatch of the Notice till date of the EGM.

14. The instructions for e-voting are as follows

- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 O'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)	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. <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.

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- (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 Corporates.
- 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) 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.

15. The Scrutinizer's decision on the validity of the E-Voting will be final.

16. 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 EGM. 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 Saturday, March 23,2019. Detailed instructions on voting through post are given on the reverse of the Ballot Form

- .17. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of EGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company/ Managing Director/ Company Secretary or any person authorized by the Board
18. The Results shall be declared on or after the EGM 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 CDSL within two (2) working days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.
19. 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.
20. If any member buys the shares of the company after February 16, 2019 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.
21. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
 - i) Mr. S Baskarasubramanian, Director (Corporate Affairs) & Company Secretary, Salzer Electronics Limited, Samichettipalayam, Coimbatore - 641 047, Tamil Nadu. Tel: 0422-4233614/696, e-mail: baskarasubramanian@salzergoup.com
 - ii) Mr. A Krishna Kumar, Director, M/s. GNSA Infotech Limited, The Registrar and Share Transfer Agents, Nelson Chambers, 'F' Block, 4th Floor, # 115, Nelson Manickam Road, Aminthakarai, Chennai 600 029, Tamil Nadu, Tel: 044-42962025, e-mail: info@gnsaindia.com

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 : E-mail id :

Address : 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 Extra Ordinary General Meeting of the company, to be held on Monday, the 25th Day of March 2019 at 10.00 a.m. at the Registered Office of the Company at Samichettipalayam, Jothipuram, Coimbatore, Coimbatore 641 047, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions under Special Business.

1. Continuation of Mr. N.Rangachary as Non Executive Independent Director of the Company after April 01,2019
2. Continuation of Mr. P.K. Shah as Non Executive Independent Director of the Company after April 01,2019
3. Continuation of Mr.V.Sankaran as Non Executive Independent Director of the Company after April 01,2019
4. Continuation of Mr.N Jayabal as Non Executive Independent Director of the Company after April 01,2019
5. Continuation of Mr.L.Venkatapathy as Non Executive Independent Director of the Company after April 01,2019
6. Re-appointment of Mr. N.Rangachary as Non Executive Independent Director of the Company for the second term of five consecutive years
7. Re-appointment of Mr. P.K. Shah as Non Executive Independent Director of the Company for the Second Term of five consecutive years
8. Re-appointment of Mr.V.Sankaran as Non Executive Independent Director of the Company for the Second Term of five consecutive years and
9. Re-appointment of Mr.N Jayabal as Non Executive Independent Director of the Company for the Second Term of five consecutive years
10. Re-appointment of Mr. Nirmal K Chandria as Non Executive Independent Director of the Company for the Second Term of five consecutive

Signed this day of 2019

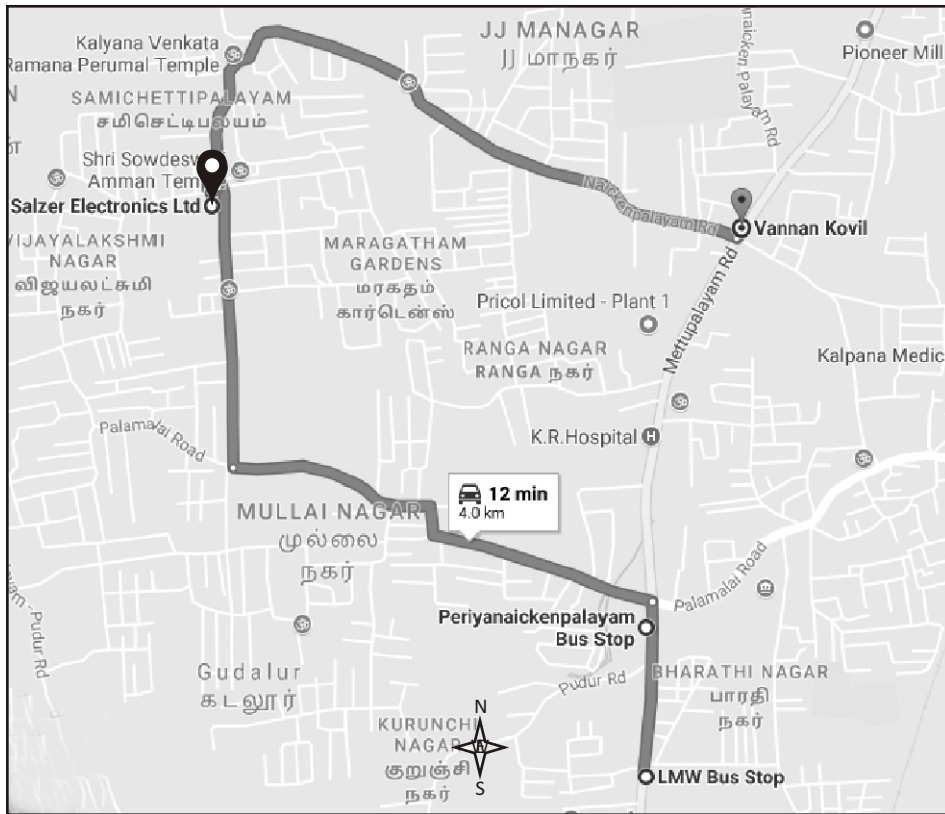
Signature of Proxy holder(s)

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.

EGM Venue - Route Map



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]

CIN : L03210TZ1985PLC001535

Name of the company : **Salzer Electronics Limited**

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 Special resolutions as set out in Notice for EGM, 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	Continuation of Mr. N.Rangachary as Non Executive Independent Director of the Company after April 01,2019			
2	Continuation of Mr. P.K. Shah as Non Executive Independent Director of the Company after April 01,2019			
3	Continuation of Mr.V.Sankaran as Non Executive Independent Director of the Company after April 01,2019			
4	Continuation of Mr.N Jayabal as Non Executive Independent Director of the Company after April 01,2019			
5	Continuation of Mr.L.Venkatapathy as Non Executive Independent Director of the Company after April 01,2019			
6	Re-appointment of Mr. N.Rangachary as Non Executive Independent Director of the Company for the second term of five consecutive years			
7	Re-appointment of Mr. P.K. Shah as Non Executive Independent Director of the Company for the Second Term of five consecutive years			
8	Re-appointment of Mr.V.Sankaran as Non Executive Independent Director of the Company for the Second Term of five consecutive years and			
9	Re-appointment of Mr.N Jayabal as Non Executive Independent Director of the Company for the Second Term of five consecutive years			
10	Re-appointment of Mr. Nirmal K Chandria as Non Executive Independent Director of the Company for the Second Term of five consecutive years			

Place :

(Signature of shareholder)

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 March 23, 2019. 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 EGM and are also placed on the website of the Company.

To

If Undelivered Please Return to :

GNSA INFOTECH PRIVATE LIMITED

F-block, IVth Floor,

No. 115, Nelson Manickam Road

Aminjikarai, Chennai-600 029

Phone No. 044 –42962050 / 42962025