



# SALZER ELECTRONICS LTD

Regd. Office : Samichettipalayam, Jothipuram (Post)

Coimbatore -641 047.

CIN : L03210TZ1985PLC001535.

Phone No.0422-4233600/ 614/696

E-Mail : [baskarasubramanian@salzergroup.com](mailto:baskarasubramanian@salzergroup.com)

web site : <https://www.salzergroup.net/>

August 18, 2023

To

THE CORPORATE RELATIONSHIP DEPT  
BSE Limited  
I Floor, New Trading Ring,  
Rotunda Building,  
P.J.Towers, Dalal Street,  
Fort, Mumbai - 400 001.

M/s. National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
BandraKurla Complex,  
Bandra (E),Mumbai - 400 051  
Tel : +91 22 26598235/36, 26598346  
Fax : +91 22 26598237/38

**SCRIP CODE: 517059**

Symbol: **SALZERELEC**

Dear Sir,

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of the company will be held on **Saturday**, the **9<sup>th</sup> September 2023** at 11.30 am to transact the business mentioned in the Notice of the Annual General Meeting being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The schedule of the AGM is set out below:

<b>Event</b>	<b>Date</b>	<b>Time</b>
Cut-off date to vote on AGM resolutions	2 <sup>nd</sup> September, 2023	NA
Record Date -AGM	25th August, 2023	NA
Commencement of remote e-voting	4th September, 2023	09:00 a.m. IST
End of remote e-voting	8th September, 2023	05:00 p.m. IST
AGM	9th September, 2023	11:30 a.m. IST

Further in terms of Regulation 34(1) of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, we are attaching herewith our Annual Report for the financial year 2022-23. The soft copy of the Annual Report is also available on the website of the Company [www.salzergroup.net](http://www.salzergroup.net).

You are requested to kindly take a note of the same and disseminate the same.

Thanking you  
Yours faithfully  
For SALZER ELECTRONICS LIMITED

K M MURUGESAN  
COMPANY SECRETARY

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the **38<sup>th</sup> Annual General Meeting** of the Members of **Salzer Electronics Limited** will be held on **Saturday, September 09, 2023 at 11.30 a.m.**, through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)** with virtual presence of the Shareholders to transact the following businesses:

### Ordinary Business:

- 1. Consideration of Audited Standalone and Consolidated Financial statements of the Company for the Financial year ended March 31, 2023, and the reports of the Board of Directors along with annexures and Auditors thereon;**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statement comprising of balance sheet as at March 31, 2023, 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 2022-23.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**"RESOLVED THAT** a dividend at the rate of Rs. 2.20 (22%) per equity share of Rs. 10/- each fully paid-up of the Company be and is hereby declared for the Financial year 2022-23 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, 2023."

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

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

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

- 4. To re-appoint a Director in place of Mr.D.Vishnu Rangaswamy (DIN: 00793090), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**"RESOLVED THAT** in pursuance of Section 152 of the Companies Act 2013 read with Article 178 of the Articles of Association of the Company **Mr.D.Vishnu Rangaswamy (DIN: 00793090)**, a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the company."

### Special Business:

- 5. To consider and approve the re-appointment of Mr.P.Ramachandran, (DIN: 01043572) as a Whole time Director.**

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, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, upon such regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in terms of Company's policy for Nomination and Remuneration Committee, based on the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members be and is hereby accorded to the re-appointment of Mr. P Ramachandran (DIN: 01043572) , as Whole Time Director of the Company for an another term of five years effective September 26, 2023, as well as eventual payment of salary and perquisites (hereinafter referred to as "remuneration") as detailed below:

#### 1) Remuneration

Monthly Remuneration of Rs. 175000-10000-215000

#### 2) Other emoluments

##### a. House Rent Allowance :

No accommodation is being provided by the Company. House Rent Allowance is 50% of the salary over and above 10% of the salary payable by the appointee, as rent.

##### b. Medical Allowance :

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

## NOTICE (Contd.)

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 or any other allowances as specified above and in accordance with the limits specified under Schedule V 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."

**"RESOLVED FURTHER THAT** aforesaid term of office of Mr.P.Ramachandran hereby subjected to determination by retirement by rotation in terms of Section 152 of the Companies Act 2013."

### 6. To consider and approve the appointment of Mrs. Priya Bhansali (DIN: 00195848) as a Non-Executive and Independent Director.

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Priya Bhansali (DIN: 00195848), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 7, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years till August 06, 2026, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 7. To consider and approve the appointment of Mr. Sharat Chandra Bhargava (DIN: 00008146) as a Non-Executive and Independent Director.

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Sharat Chandra Bhargava (DIN: 00008146), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 7, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company period of 3 (three) years till August 06, 2026, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 8. To ratify the remuneration payable to Mr. A.R. Ramasubramania Raja (M.No. 32458) appointed as Cost Auditors of the Company for FY 2023-24

To consider and if thought fit, to pass 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, Mr.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 2023-24, be paid a remuneration of Rs.1,45,000/- (Rupees One lakh Forty Five thousand Only) per annum 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 the order of the Board of Directors

**R. DORAISWAMY**

Managing Director  
(DIN :00003131)

Date: August 07, 2023  
Place: Coimbatore

## NOTICE (Contd.)

### 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, 6, 7 & 8 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 to 7 of the Notice, are also annexed.
2. The Ministry of Corporate Affairs ("MCA") vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the 38<sup>th</sup> AGM of the Company for the financial year 2022-23 is being held through VC / OAVM.
3. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is provided in Page No. 10 and available at the Company's website [www.salzergroup.com](http://www.salzergroup.com).
4. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the Scrutinizer by email through its registered email address to [vasudevanacs@gmail.com](mailto:vasudevanacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Vide circular dated May 5, 2020, MCA has also dispensed with the printing and despatch of annual reports to shareholders. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated 12th May, 2020, dated January 05, 2023, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.salzergroup.net/investors.html](http://www.salzergroup.net/investors.html). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://eservices.nsdl.com>. The Company will supply hard copy of full annual reports to those shareholders who request for the same.
9. Members whose email address are not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at [https://www.salzer@salzergroup.com/investors/](https://www.salzer@salzergroup.com/investors/shareholder-registration) shareholder-registration by providing the requisite details of their holdings and documents for registering their e-mail address; and
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. The Members can join the AGM through the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

## NOTICE (Contd.)

12. The Company has fixed Friday, August 25, 2023 as the record date for the purpose of determining eligible shareholders entitled for the Dividend, if approved at the meeting, for the financial year 2022-23.
13. 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) In respect of shares held in dematerialized form, the Beneficial Owners are as at the end of business hours on Friday the 25<sup>th</sup> August 2023, as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
  - b) In respect of shares held in physical form, the Beneficial Owners are the Members in the Register of Members of the Company after giving effect to valid share transmission / transposition lodged with the Company, on or before Thursday the 24<sup>th</sup> August, 2023 and whose names appearing in the Register of Members as at on Friday the 25<sup>th</sup> August 2023, in respect of Members holding shares in physical form.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. GNSA Infotech Limited (GNSA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to GNSA/ Company.
15. As per SEBI regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities in physical mode will not be processed with effect from 1<sup>st</sup> April 2019.
16. In view of the above, the members holding shares in physical form are requested to consider converting their holdings to dematerialized and to avail various benefits of dematerialisation and to eliminate all risks associated with physical shares and for ease of portfolio management.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA - GNSA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. Pursuant to the circular issued by SEBI, investors holding shares in physical mode are required to register / update their details regarding PAN, KYC, specimen signature, bank details and Nomination with the listed entity by 30<sup>th</sup> September 2023
19. It is mandatory to register / update details / information pertaining to PAN, KYC, signature and Nomination. You may note that the Company / RTA shall not process any service request, unless the KYC details are updated. Failure to update the PAN, KYC and Nomination details by 30<sup>th</sup> September 2023 shall result in freezing of such physical folios/holdings.
20. The Company / the RTA recommends the updation of above information / details for the following reasons:
  - Facilitating timely and secured receipt of dividends;
  - Ensuring regular and timely delivery of correspondences and facilitating e-communication to notify relevant information on immediate basis;
  - Ensuring that no documents are undelivered and returned back to the Company / the RTA;
  - Paving way for direct interaction with the investors in case of any clarifications and updates;
  - Ensuring secured access of information to shareholders by the way of signature verification / registration in the database and
  - Ease of transmitting the shares to legal heirs through nomination
21. To update the information / details, the Shareholders are required to download relevant Forms (ISR -1, ISR-2 and SH-13) from Company Website [www.salzergroup.net](http://www.salzergroup.net) > Investors > Forms, and duly completed Forms along with supporting documents are to be submitted to the Registrar and Share Transfer Agent of the company M/s. GNSA Infotech Private Limited, STA Department, Nelson Chambers, F-Block, 4th Floor, 115 Nelson Manickam Road, Aminthakarai, Chennai 600 029
22. Members holding shares in physical mode:
  - a) are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.
  - b) are requested to register / update their e-mail address with the company / RTA for receiving all communications from the company electronically.

## NOTICE (Contd.)

23. 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 requested to register / update their e-mail address with their DPs for receiving all communications from the company electronically.
24. Non-Resident Indian members are requested to inform RTA / respective DPs, 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.
25. **Those Members who have so far not encashed their dividend warrants for the Financial year 2015-16**, may approach GNSA, for making their claim without any further delay as the said unpaid dividends will get transferred to the Investor Education and Protection Fund of the Central Government before September 19, 2023 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.
26. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority, after completion of seven years. Further, according to the rules, all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more shall also be transferred to the demat account created by the IEPF. The details of the shares and dividend transferred to IEPF Authority as on the due date 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](http://www.iepf.gov.in).
27. Due dates for transfer of unclaimed / unpaid dividends from the financial year 2015-16 are as under and thereafter the unclaimed/unpaid dividend amount will be transferred to IEPF:
- | FY ended             | Declaration Date     | Last date for encashment | Due Date   |
|----------------------|----------------------|--------------------------|------------|
| 2015-16 (31.03.2016) | 13.08.2016           | 19.09.2023               | 17.10.2023 |
| 2016-17 (31.03.2017) | 09.08.2017           | 15.10.2024               | 14.11.2024 |
| 2017-18 (31.03.2018) | 22.09.2018           | 28.10.2025               | 26.11.2025 |
| 2018-19 (31.03.2019) | 10.08.2019           | 14.09.2026               | 13.10.2026 |
| 2019-20 (31.03.2020) | No dividend Declared |                          |            |
| 2020-21 (31.03.2021) | 13.09.2021           | 18.10.2028               | 16.11.2028 |
| 2021-22 (31.03.2022) | 10.09.2022           | 15.10.2029               | 13.11.2029 |
28. Shareholders are requested to note that no claim shall lie against the Company in respect of any amounts, which were unclaimed and unpaid for a period of 7 consecutive years and transferred to Investor Education and Protection Fund of the Central Government. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder. Concerned members/ investors are advised to visit the webpage: <http://www.iepf.gov.in/IEPFA/refund.html> or contact our RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority.
29. A sum of Rs.4,33,448/- has been transferred to the Investor Education and Protection Fund (IEPF) in the year 2022 towards unclaimed/unpaid dividend declared during August 2015 for the year 2014-15.
30. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.
31. 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

## NOTICE (Contd.)

provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

32. The Board of Directors has appointed G V and Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
33. 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.
34. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

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

- I. (i) The remote e-voting period begins on Monday, September 4, 2023 (9.00 a.m.) and ends on Friday, September 8, 2023 (5.00 p.m.). The e-voting

module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, September 2, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Saturday, September 2, 2023.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Type of shareholders
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

**NOTICE (Contd.)**

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Type of shareholders
	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store               Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



## NOTICE (Contd.)

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

ogin typEL	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is

your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## NOTICE (Contd.)

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdcl.com](http://www.evoting.nsdcl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vasudevanacs@gmail.com](mailto:vasudevanacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdcl.com](http://www.evoting.nsdcl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdcl.com](http://www.evoting.nsdcl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [geetha.r@salzergroup.com](mailto:geetha.r@salzergroup.com) or [sanjay@salzergroup.com](mailto:sanjay@salzergroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [geetha.r@salzergroup.com](mailto:geetha.r@salzergroup.com) or [sanjay@salzergroup.com](mailto:sanjay@salzergroup.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

## NOTICE (Contd.)

- Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who wish to register themselves as speaker shareholder (to speak at the AGM) are requested to write to the Company, from their

registered email address mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., on or before September 07, 2023, Thursday (upto 5.00 P.M IST) to " geetha.r@salzergroup.com or sanjay@salzergroup.com ". Those members who have registered themselves as a speaker shareholder will only be allowed to express their views / ask questions during AGM

### 6. Voting Results

- Mr.G.Vasudevan, Practicing Company Secretary has been appointed as Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and not later than three days of the conclusion of the meeting, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company to countersign the same.
- The Results along with the Scrutinizer's Report shall be placed on the Company's website www.salzergroup.com within forty eight hours of the passing of the Resolutions at the 38<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- If any member buys the shares of the company after 11<sup>th</sup> August 2023 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.

By the order of the Board of Directors

**R. DORAISWAMY**

Date: August 07, 2023  
Place: Coimbatore

Managing Director  
(DIN :00003131)

## 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. 5 to 8 of the accompanying Notice:

### Item No.5

The present term of Mr.P.Ramachandran, aged 75 year, who has been appointed as a Whole time Director with the approval of the shareholders at their meeting held on September 26,2013, is getting expired on September 25, 2018. The Board of Directors at their meeting held on May 24,2023, based on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Mr.P.Ramachandran for another term of Five years with a monthly remuneration of Rs.1,75,000/- 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. During the last two years, Wires and Cables Industry faced multiple headwinds in the market like acute volatility of the commodity (Copper) price, Covid related economic crisis, irrational demand etc. . In spite of all these challenges, Unit IV and V made its sustainability during these periods and posted a considerable growth. In the FY23, Wires and Cables registered a growth of 15% with an total revenue of Rs. 388 Crs comparing to FY22

In 2021, Lan Cable Project was commissioned at a Capital Outlay of Rs.24 Crores, for making Lan Cables (Part of Wires and Cables Division) for the various industrial and other uses, and with his strenuous efforts, the project is running under 100% capacity with an monthly revenue of Rs.4 to 5 Crs, and is on the expansion mode at the cost of Rs.5 Crs to achieve a turnover of Rs. 8 Crs per Month before Q2FY24

## NOTICE (Contd.)

He has been continuously focusing on development of New Products fetching more margins and capturing new products/markets so to achieve more revenue growth with improved margins. Considering his attributes and growth vision on Wires and Cables Division, your Board is of the considered view that his continuation of office would be required for further period and accordingly, recommended his re-appointment for further term of five years effective September 26, 2023

Mr. R Ramachandran declares that

- He is fulfilling 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 reappointed 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.

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

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.

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 and Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

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 30<sup>th</sup> Annual General meeting held on August 08, 2015.

### Item No.6 & 7

Mrs.Priya Bhansali and Mr. Sharat Chandra Bhargava have been inducted as the Additional Directors (Independent) on the Board of Directors of the company with the recommendations of Nomination and Remuneration committee of the Board, by the Board of Directors at their meeting held on August 07, 2023 to hold office till the conclusion 38<sup>th</sup> AGM.

In terms of Section 160(1) of the Companies Act 2013, Your company has received notice from the members of the company nominating Mrs. Priya Bhansali and Mr. Sharat Chandra Bhargava on the Board of Directors of the company as Non Executive and Independent.

Your Board of Directors thought it prudent based on the recommendations of Nomination and Remuneration committee to consider candidature of both Mrs. Priya Bhansali and Mr. Sharat Chandra Bhargava for the office of the director on the Board of Directors of the company and approved their induction subject to the approval of the shareholders at this meeting as a Non Executive and Independent Director with a term of 3 years till August 06, 2026, and that they shall not be liable to retire by rotation.

The NRC and the Board has assessed the veracity of the declarations and other documents furnished by both Mrs. Priya Bhansali and Mr. Sharat Chandra Bhargava and based on the same, has opined that they duly fulfil the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that they are totally independent of the Management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Directors of the Company.

Mrs.Priya Bhansali, aged 57 years is a graduate in Bachelor of Commerce from Madras University and a Chartered Accountant. Presently working as Managing Partner in Kumbhat & Co., Chartered Accountants The Board was satisfied that appointment is justified due to her expertise in Direct Taxes, Management Assurance Audit, Joint Ventures and FDI, International Taxation and 35 years of experience as an Chartered accountant.

Mr. Sharat Chandra Bhargava aged 73 years, is a graduate in BTech from IIT Kharagpur and completed Advanced Management Programme in Wharton, USA. Presently, he is a member of the Board of Governors of Bajaj Institute of Technology, Wardha. The Board was satisfied that appointment is justified due to his 45 years of experience and expertise in L&T Switchgear division

The terms and conditions for appointment of Mrs. Priya Bhansali and Mr. Sharat Chandra Bhargava as the Independent Directors would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [murugesan@salzergroup.com](mailto:murugesan@salzergroup.com)

Brief Profile of Mrs. Priya Bhansali and Mr. Sharat Chandra Bhargava are provided in the "Annexure" to the Notice.

Except Mrs. Priya Bhansali and Mr. Sharat Chandra Bhargava, being the appointees, None of the Directors of the Company are interested in this resolution and the Board unanimously recommends their appointment for your consideration and approval.

### Item No.8

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, 2023, the Board considered and approved the appointment of Mr.A.R.Ramasubramania Raja (M.No. 32458) as the cost auditor for the FY 2023-24 at a remuneration of Rs. 1,45,000/- (Rupees One lakh Forty thousand Only) plus applicable service tax and reimbursement of out-of-pocket expenses on actual basis.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 8 of the Notice for the approval of the shareholders.

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

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

<b>Name of the Director</b>	<b>Dr. Thilagam Rajeshkumar</b>	<b>Mr. Vishnu Rangeswamy</b>	<b>Mr. P. Ramachandran</b>
DIN	00006783	00793090	01043572
Category	Non Executive Director and Non Independent	Non-Executive Director and Independent	Whole Time Director
Date of Birth	03/12/1972	22/02/1976	01/09/1948
Date of Appointment on the Board	30/03/2015	06/02/2020	26/09/1998
Qualification	MBBS., DGO.,	B.Tech., MBA	BA
Brief profile and nature of their expertise inspecific functional areas	Heading 100 bedded Multi Speciality Hospital & having vast administrative experience	He is President of Global Technical Talent (GTT), Manpower Recruitment Firm in USA, and has been associated with GTT for more than 20 years and held various positions. He is an experienced person with a demonstrated history of working in the information technology staffing and services industry. Strong skills in the management of enterprise talent engagement initiatives, client services & talent acquisition, team mentoring and management, Executive Search, Technical Recruiting.	He is a Graduate in Economics with wide experience in the field and has good contacts both in domestic and international markets. He has contributed to achieve the performance and corporate objectives of the company all these years.
Directorships held in other companies/ Firm.	<ol style="list-style-type: none"> <li>1. K R Health Care P Ltd,</li> <li>2. S R V E Industries Ltd,</li> <li>3. Saradha Investments Limited</li> <li>4. Coimbatore Kalpana Chit Funds P Ltd.</li> <li>5. Sarojini Chit Funds Private Limited</li> <li>6. Quebec Information Services India Limited</li> <li>7. Kalpana Medical Centre Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. K R Health Care Private Limited</li> <li>2. Sri Ram Arts Centre Private Ltd</li> <li>3. Saradha Investments Limited</li> <li>4. Salzer Spinners Limited</li> <li>5. SRVE Industries Limited</li> </ol>	1. Salzer Securities Holdings Ltd
Memberships / Chairmanships of committees across all companies	NIL	NIL	NIL
Shareholding in the Company	486044 shares 3.00%	7,83,289 shares 4.75%	NIL
Inter se relationship, if any	Daughter in law of Mr. R Doraiswamy Managing Director, and Wife of Shri. D Rajesh Kumar, Joint Managing Director and Chief Financial Officer.	Brother of Shri.D.Rajesh Kumar, Joint Managing Director and Chief Financial Officer and son of Mr.R.Doraiswamy Managing Director	NIL

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

Name of the Director	Mrs. Priya Bhansali	Mr. Sharat Chandra Bhargava
DIN	00195848	00008146
Category	Non Executive and Independent Director	Non-Executive Director and Independent
Date of Birth	25/03/1966	28/12/1950
Date of Appointment on the Board	07/08/2023	07/08/2023
Qualification	B.Com; Chartered Accountant; Information Systems Auditor, ICAI and GST Certification Course by ICAI	B. Tech in IIT Kharagpur (Gold Medallist) and BTech in Advanced Management Programme, Wharton (US)
Brief profile and nature of their expertise in specific functional areas	She is a Managing Partner in Kumbhat & Co., Chartered Accountants Firm, Coimbatore. She is a Practising Chartered Accountant for about 30 years  Expertise in Direct Taxes, Management Assurance Audit, Joint Ventures and FDI, International Taxation with 35 years of experience as an Chartered accountant.	He is at present current member of the Board of Governors of Bajaj Institute of Technology, Wardha.  He held various important positions in L&T and retired in 2018. He possesses 45 years of rich service and expertise in Switch gear division in L&T group.
Directorships held in other companies.	Sakthi Sugars Limited, Sakthi Finance Limited, Kaycee Industries Limited and Ishita Advisory Services Private Limited	NIL
Memberships / Chairmanships of committees across all companies	Member in Audit Committee and Nomination and remuneration Committee of Kaycee Industries Limited, Member of Nomination and remuneration Committee in Sakthi Finance Limited and Member of Audit Committee in Sakthi Sugars Limited.	NIL
Shareholding in the Company	NIL	NIL
Inter se relationship, if any	NIL	NIL