NOTICE TO THE MEMBERS

NOTICE is hereby given that the **39th Annual General Meeting** of the Members of **Salzer Electronics Limited** will be held on **Saturday, September 14, 2024 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. **To consider Audited Standalone and Consolidated Financial statements of the Company for the Financial year ended March 31, 2024, 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, 2024, 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 2023-24.**

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

   "**RESOLVED THAT** a dividend at the rate of Rs. 2.50 (25%) per equity share of Rs.10/- each fully paid-up of the Company be and is hereby declared for the Financial year 2023-24 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, 2024."

3. **To re-appoint a Director in place of Mr.D.Rajeshkumar (DIN: 00003126), 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.Rajeshkumar (DIN: 00003126), 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."

5. **To consider and appoint a Statutory Auditor and authorize the Board to fix their remuneration.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and Board of Directors of the company, M/s. Swamy and Ravi, Chartered Accountants (FRN:004317S) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of 39th Annual General Meeting for the financial year 2023-24 till the conclusion of the 44th Annual General Meeting for the financial year 2028-29, at such remuneration as may be decided by Board of Directors of the Company (any Committee thereof) in consultation with the Statutory Auditor."

Special Business:

6. **To consider and approve the appointment of Mr. N Rangachary (DIN:00054437) as a Non-Executive and Non Independent Director and Chairman of the Company.**

   To consider and if thought fit to pass the following resolutions with or without modification as a Special resolution.

   "RESOLVED THAT pursuant to the provisions of section 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 (1A) and other applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to Provisions of the Articles of Association of the Company, and based on the recommendation of Board and Nomination and Remuneration Committee, Mr. N Rangachary (DIN:00054437), who has been appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) with effect from August 09,2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director, and Chairman of the Company, liable to retire by rotation."

7. **To consider and approve the appointment of Mr. V.Sankaran (DIN: 00003141) as a Non-Executive and Non Independent Director of the Company.**

   To consider and if thought fit to pass the following resolutions with or without modification as a special resolution.

"RESOLVED THAT pursuant to the provisions of section 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 (1A) and other applicable regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to Provisions of the Articles of Association of the Company, and based on the recommendation of Board as well as Nomination and Remuneration Committee, Mr. V. Sankaran (DIN: 00003141), who has been appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) with effect from August 09,2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation."

8. To ratify the remuneration payable to CMA A.R. Ramasubramania Raja (M.No. 32458) appointed as Cost Auditors of the Company for Financial Year 2024-25

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, CMA. A.R.Ramasubramania Raja (M.No.32458), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the Financial Year 2024-25, be paid a remuneration of Rs.1,65,000/- (Rupees One lakh Sixty 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

K M Murugesan
Company Secretary
ACS : A25953

Date: August 06, 2024
Place: Coimbatore

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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.3,4,6 & 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 39th AGM of the Company for the financial year 2023-24 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. 14 and available at the Company's website 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 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 Scrutiniser by email through its registered email address to vasudevanacs@gmail.com with a copy marked to murugesan@salzergroup.com
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. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with Annual Report 2023-24 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 2023-24 has been uploaded on the

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website of the Company at 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 and 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 annual report to those shareholders who request for the same.

9. Soft copies of the Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members during the AGM.

10. 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/ 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.

11. 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.

12. 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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. The Company has fixed Friday, August 30, 2024 as the record date for the purpose of determining eligible shareholders entitled for the Dividend, if approved at the meeting, for the financial year 2023-24.

14. 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 30th August 2024, 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 29th August, 2024 and whose names appearing in the Register of Members as at on Friday the 30th August 2024.

15. SEBI vide its Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ O/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

    Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

    As per the Income Tax Act, 1961 ("Income Tax Act"), dividend income is taxable in the hands of the members. The Company shall therefore deduct tax at source at the time of making payment of dividend at the prescribed rates. The members are requested to note that the Tax Deducted at Source ("TDS") rates varies for each person, based on their residential status and entity type. The applicable TDS and the relevant documents required by the Company to determine the same are as follows.

    If the shareholders wish to avail a lower TDS rate / Nil TDS rate on the dividend, the following documents may be sent to our Registrar and Transfer Agent M/s. GNSA Infotech Private Limited, Nelson Chambers, 'F' Block, 4th Floor, # 115, Nelson Manickam Road, Aminthakarai, Chennai – 600 029, Tel: 044-42962025, on or before Tuesday, September 10, 2024 before 5:00 pm (IST).

A. Resident shareholders

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, as follows:

Shareholders not having PAN / valid PAN	20% or as notified by the Government of India as per section 206AA of the Income Tax Act
Shareholders having valid Permanent Account Number (PAN)	10% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during Financial Year ("FY") 2024-25 does not exceed Rs. 5,000 in aggregate across all holdings in the Company.

- Lower/Nil withholding certificate issued under section 197 of the Income Tax Act covering FY 2024-25;
- Form 15G, which is applicable to Resident Individual shareholders who are below 60 years of age and whose tax on total income during FY 2024-25 is estimated to be Nil.
- Form 15H, which is applicable to Resident Individual shareholders who are at the age of 60 years and above during the FY 2024-25 and whose tax on total income during FY 2024-25 is estimated to be Nil.

B. Non-resident shareholders

For Non-resident Shareholders (excluding FPIs / FIIs), taxes are required to be withheld in accordance with the provisions of section 195 of the Income Tax Act at the rates in force i.e., 20% (plus applicable surcharge and cess). Non-resident shareholders (excluding FPIs / FIIs), have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and their country of tax residence, if the provisions of the DTAA are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN Card allotted by the Indian Income Tax Authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for FY 2024-25, obtained from the revenue authorities of the country of tax residence, duly attested by the shareholder.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- Self-declaration of Beneficial ownership by the shareholder.
- Any other documents as prescribed under the Act for lower withholding of taxes if applicable, duly attested by the shareholder.

For FPIs / FIIs, taxes will be withheld in accordance with the provisions of section 196D of the Income Tax Act at the rate of 20% (plus applicable surcharge and cess). FIIs/FPIs also have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and their country of tax residence, if the provisions of the DTAA are more beneficial to them. Taxes then shall be deducted at the rate provided under DTAA, if same is lower than the existing TDS rate of 20%.

The shareholders may note that the above documents would be considered only if they are found to be in order in accordance with the provisions of the Income Tax Act.

Members are advised to verify the correctness of the PAN and update the same with your Depository Participant (if you hold shares in dematerialized mode) or the Registrar and Share Transfer Agents (if you hold shares in physical mode), at the earliest.

No communication/documents on the tax determination/ deduction shall be considered by the Company after Tuesday, September 10, 2024 and the TDS basis the information / documents available with the Company, would be considered.

The members may note that no claim shall lie against the Company for TDS/withholding taxes deducted from the dividend paid.

16. 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.

17. 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 1st April 2019.

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18. 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.

19. 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.

20. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

21. 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

22. 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 > 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.

23. 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.

24. Members holding shares in electronic mode:

    a) are required to submit their Permanent Account Number (PAN) and Bank Account details to their DPs with whom they are maintaining their demat account.

    b) are requested to register / update their e-mail address with their DPs for receiving all communications from the company electronically.

25. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) 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.

26. Those Members who have so far not encashed their dividend warrants for the Financial year 2016-17, 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 October 14, 2024 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.

27. 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.

28. Due dates for transfer of unclaimed / unpaid dividends from the financial year 2016-17 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
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
2022-23 (31.03.2023)	09.09.2023	14.10.2030	12.11.2030

29. 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.

30. 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 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.

31. 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.

32. The facility for voting through electronic voting system 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.

33. 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 09, 2024 (9.00 a.m.) and ends on Friday, September 13, 2024 (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 07, 2024 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 07, 2024.

(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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of **NSDL** Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 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 & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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 evoting@nsdl.co.in or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 129899 then user ID is 129899001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.

NOTICE (Contd.)

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.**set Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 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 with a copy marked to 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.nsdl.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.nsdl.com or call on toll free no.: 022 - 48867000 or send a request to Ms. Prajakta Pawle, Senior Manager at 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 or 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 or 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 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.
3. 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.
4. 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:

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 12, 2024, 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

   I. 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.

   II. 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.

   III. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.salzergroup.net within forty eight hours of the passing of the Resolutions at the 39th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

   IV. If any member buys the shares of the company after 16th August 2024 they may either write to the company for call for notice or download the notice from the website of the company to cast their vote as advised therein.

By the order of the Board of Directors

Date: August 06, 2024
Place: Coimbatore

K M MURUGESAN
Company Secretary
ACS : A25953

NOTICE (Contd.)

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

Pursuant to Section 139 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the present term of Statutory Auditors M/s. JDS Associates expires at the conclusion of this 39th AGM of the company for the year 2023-24. Accordingly, the Board of Directors at their meeting held on May 28,2024 considered the recommendation of the Audit Committee and proposed the appointment of M/s. Swamy & Ravi, Chartered Accountants (FRN: 004317S) having their office at 90, Co- Operative 'A' Colony, K.K. Pudur, Coimbatore- 641 038 for the term of five years commencing from the conclusion of 39 th Annual General Meeting of the Company for the Financial year 2023-24 till the conclusion of 44 th Annual General Meeting of the company for the Financial year 2028-29 to conduct the audit of the financial statements of the company.

The proposed Audit Firm M/s. Swamy & Ravi, vide its letter dated April 25, 2024, has given their Consent to become the Statutory Auditor and confirmed to the effect that

- The Audit Firm eligible to be appointed as Statutory Auditor, and has not incurred any disqualifications under the Companies Act 2013;
- The Audit Firm is not disqualified for appointment under the provisions of Chartered Accountants Act, 1949 and rules and regulations made there under;
- The proposed appointment is as per the terms provided under the Companies Act 2013;
- The proposed appointment is within the limits laid down by or under the authority of the Companies Act 2013;
- No orders have been issued and there are no proceedings pending against the firm with respect to professional matters of conduct before the Institute of Chartered Accountants of India, any competent authority, or any court and
- The Firm has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.
- The Firm has four Partners with the wide scope of audit program covering major Companies in Coimbatore, Bank Audit including Statutory Audit Branch Audit, Concurrent Audit, and Stock Audit etc., in the Major Banks across the state.
- Having wide exposures on the Income Tax Provisions, Accounting Standards and related Rules and Regulations and Hands on experience in appearance before the Income Tax Authorities at different levels on various matters.

Accordingly, your Board of Directors have placed necessary resolution for your consideration and approval on the appointment of M/s. Swamy & Ravi, Chartered Accountant as Statutory Auditors of the company for a term of five years.

None of the Directors of the Company are interested in these resolutions and the Board unanimously recommends their appointment for your consideration and approval.

Item No.6 & 7

Mr. N Rangachary (DIN:00054437) and Mr. V. Sankaran (DIN: 00003141) had been part of the Board as Independent Directors for 2 consecutive term of 5 years. Their tenure as independent Directors comes to an end on August 08, 2024.

Mr. N Rangachary and Mr. V Sankaran are exceptionally esteemed members of the Board. Their profound knowledge, vast experience, insightful guidance, and pragmatic outlook have profoundly enriched the Board, empowering it to make numerous strategic decisions with significant, far-reaching implications. Their unwavering support and guidance have been instrumental in navigating complex challenges and seizing new opportunities, solidifying the Company's path toward sustained growth and success. As the Company enters its next growth phase, the guidance of Mr. N Rangachary and Mr. V Sankaran remains crucial. In this context, the Board members, at the meeting held on August 06, 2024, approved, based on the recommendation of Nomination and Remuneration Committee, appointment of Mr. N Rangachary and Mr. V Sankaran as the additional directors designated as Non-Executive and Non-Independent Directors effective August 09, 2024, following their retirement from the Board as Independent Directors on August 08, 2024. The above appointed Directors can hold office till conclusion of 39 th Annual General Meeting for the financial year 2023-24

In terms of Section 160(1) of the Companies Act 2013, Your company has received notice from the members of the company nominating Mr. N Rangachary and Mr. V. Sankaran on the Board of Directors of the company as Non Executive and Non-Independent.

Your Board of Directors thought it prudent based on the recommendations of Nomination and Remuneration committee to consider candidature of both Mr. N Rangachary and Mr. V. Sankaran 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 Non-Independent Director and that they shall be liable to retire by rotation.

The NRC and the Board has assessed the veracity of the declarations and other documents furnished by both Mr. N Rangachary and Mr. V.Sankaran 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 possesses appropriate skills, experience and knowledge to be appointed as the Non Executive and Non Independent Directors of the Company.

As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is also required by way of special resolution for appointment of any non-executive Director who have attained the age of 75 years. Considering the below mentioned experience and expertise, the Board is justified and recommends passing of the proposed Special resolutions.

Mr. N Rangachary aged 86 years was an IRS officer having over 44 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, the Institute of Company Secretaries of India. He had also served as a Chairman of Central Board of Direct Taxes and also first Chairman of Insurance Regulatory and Development Authority (IRDA) from 1996 till June 2003 and retired. 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 Actuaries.

Mr. V.Sankaran, aged 81 years, holds a Master's Degree in Commerce and is an Associate Member of both the Institute of Cost & Works 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 has over 46 years of experience in reputed companies in various areas of Finance and General Management.

Brief Profile of Mr. N Rangachary and Mr. V.Sankaran are provided in the "Annexure" to the Notice.

Except Mr. N Rangachary and Mr. V.Sankaran, being the appointees, None of the Directors of the Company are interested in these resolutions 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 28, 2024, the Board considered and approved the appointment of CMA.A.R.Ramasubramania Raja (M.No. 32458) as the cost auditor for the FY 2024-25 at a remuneration of Rs.1,65,000/- (Rupees One lakh Sixty Five 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.

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NOTICE (Contd.)

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	**Mr. N Rangachary**	**Mr.V. Sankaran**
DIN	00054437	00003141
Category	Non Executive and Non- Independent Director	Non Executive and Non- Independent Director
Date of Birth	10/06/1938 / Age : 86 Years	19/03/1943 / Age : 81 Years
Date of Appointment on the Board	09/08/2024	09/08/2024
Qualification	Member in the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India,	Master's Degree in Commerce; Member in the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India. He also holds a Postgraduate Diploma in Management Accounting from Jamnalal Bajaj Institute of Management Studies, Bombay (University of Bombay).
Brief profile and nature of their expertise in specific functional areas	He was an IRS officer having over 44 years of experience under the Government of India, Ministry of Finance. He had also served as a Chairman of Central Board of Direct Taxes and also first Chairman of Insurance Regulatory and Development Authority (IRDA) from 1996 till June 2003 and retired. 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 Actuaries.	He has over 46 years of experience in reputed companies in various areas of Finance and General Management.
Terms and conditions of appointment	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).
Remuneration paid for the financial year 2023-24	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Remuneration proposed to be paid	He is entitled to sitting fees for attending the meetings of the Board and its Committees.	He is entitled to sitting fees for attending the meetings of the Board and its Committees.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Directorships held in other companies/ Firm.	1. CDSL Insurance Repository Ltd 2. Srirangai Trustee Services Private Limited 3. Kaycee Industries Limited 4. Unico Housing Finance Private Limited	Smile Electronics Limited
Memberships / Chairmanships of committees across all other companies	Committees of Kaycee Industries Ltd 1. Member- Audit Committee 2. Member – Nomination and Remuneration Committee 3. Chairman- Stakeholders Relationship Committee	Member of CSR Committee and NRC Committee in Smile Electronics Limited
Resignation from listed entities in the past three years if any	Orient Green Power Company Limited	Nil
Shareholding in the Company	Nil	Nil
Inter se relationship, if any	Nil	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	**Mr. D. Rajeshkumar**	**Mr.Vishnu Rangaswamy**
DIN	00003126	00793090
Category	Executive Director	Non-Executive and Non-Independent Director
Date of Birth	25/9/1971	22/02/1976
Date of Appointment on the Board	22/12/2001	06/02/2020
Qualification	BE., MBA.,	B.Tech., MBA
Brief profile and nature of their expertise in specific functional areas	He is a young and energetic entrepreneur and is managing the Salzer group of companies.	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.
Terms and conditions of appointment	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).	Liable to retire by rotation. The appointment shall be governed by the Resolution passed by the Shareholders at their Meeting(s).
Remuneration paid for the financial year 2023-24	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Remuneration proposed to be paid	He is entitled to Salary, Perks and Commission on Net Profits as detailed in the Resolution passed by the Shareholders at the Annual General Meeting held on September 13, 2021.	He is entitled to sitting fees for attending the meetings of Board.
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Directorships held in other companies/ Firm.	1. SRVE Industries Ltd, 2. Sri Ram Arts Centre Pvt Ltd 3. Salzer Exports Ltd 4. Salzer Securities Holdings Ltd 5. K R Health Care Pvt ltd 6. Kaycee Industries Ltd 7. Salzer EV Infra Pvt Ltd 8. Salzer Kostad EV Charges Pvt Ltd 9. Salzer E-March Electro Mobility Pvt Ltd 10. Kaycee Electricals India Ltd 11. Alera India Private Limited 12. Salzer Energy Solutions Pvt Ltd 13. Madras Radiators and Pressing Ltd	1. K R Health Care Private Limited 2. Sri Ram Arts Centre Private Ltd 3. Saradha Investments Limited 4. Salzer Spinners Limited 5. SRVE Industries Limited
Memberships / Chairmanships of committees across all Other companies	Committees of Kaycee Industries Ltd 1. Member - Audit Committee 2. Member - Stakeholders Relationship Committee	NIL
Shareholding in the Company	262420 shares - 1.51%	8,09,740 shares – 4.66%
Inter se relationship, if any	Son of Shri. Rangaswamy naidu Doraiswamy, Managing Director, and Brother of Mr. D. Vishnu Rangaswamy, Director	Brother of Shri. D. Rajesh Kumar, Joint Managing Director and Chief Financial Officer and son of Mr. R. Doraiswamy Managing Director