G.V. AND ASSOCIATES
Company Secretaries
Partners :
G. Vasudevan, B.Com, LL.B, FCS
L. Bharathi, B.A.(CS), FCS
V. Nithya, B.Com, ACS
N. Srividhya, B.Com, ACS

Coimbatore Office :
'G.V. Enclave' 18/30, Ramani Street,
K.K. Pudur, Saibaba Colony
(Opp. Road to Saibaba Colony
Hotel Annapoorna Road - 4th Right)
Coimbatore - 641 038.

Chennai Office : New No. 161-3, Old No. 72-3,
Second Floor, Jayalakshmi S1, Lake View Road,
West Mambalam, Chennai - 600 033.

SECRETARIAL COMPLIANCE REPORT
OF M/S. SALZER ELECTRONICS LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Salzer Electronics Limited (CIN: L03210TZ1985PLC001535) (hereinafter referred as 'the listed entity'), having its Registered Office at Samichettipalayam, Jothipuram Post, Coimbatore – 641047. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, G.V. and Associates, Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by M/s. SalzerElectronics Limited ("the listed entity"),

(b) the filings / submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document / filing, as may be relevant, which has been relied upon to make this report.

For the financial year ended 31.03.2024 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars,guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not Applicable tothe Listed Entity during the Review Period;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the Listed Entity during the Review Period;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not Applicable to the Listed Entity during the Review Period;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and

(i) circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable*.

*The observation marked in the Secretarial Compliance Report pertaining to the year ended 31.03.2023 is based on the advisory received from NSE on 10.01.2023 which is for the delayed submission by the promoters group under SEBI (Prohibition of Insider Trading) Regulation, 2015. Hence, it is mentioned as Not Applicable.

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil
2	**Adoption and timely updation of the Policies:** All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars / guidelines issued by SEBI.	Yes Yes	Nil
3	**Maintenance and disclosures on Website:** The Listed entity is maintaining a functional Website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re directs to the relevant document(s)/section of the website.	Yes Yes Yes	Nil

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
4	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Nil
5	**Details related to Subsidiaries of listed entities havebeen examined w.r.t.:** Identification of material subsidiary companies. Disclosure requirement of material as well as other subsidiaries.	Yes Yes	Nil
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8	**Related Party Transactions:** The listed entity has obtained prior approval of Audit Committee for all related party transactions. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/ rejected by the Audit Committee.	Yes No	The Company has placed the subsequent immaterial modification in the upcoming audit committee meeting proposed to be held on 28.05.2024 for the limit which are in excess of the previous limits approved by audit committee

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits Prescribed there under.	Yes	Nil
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Nil
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
13	**Additional Non-compliances, if any:** No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and the information furnished are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information.This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts ofthe listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For G.V and Associates
Company Secretaries

For G.V AND ASSOCIATES
COMPANY SECRETARIES

G. Vasudevan
Partner
FCS No.:6699
C P No.:6522

G.VASUDEVAN,B.Com.,LLB.,FCS
COMPANY SECRETARY IN PRACTICE
FCS 6699 CP 6522

Date: 28.05.2024
Place: Coimbatore
ICSI UDIN:F006699F000454520