SALZER ELECTRONICS LIMITED
CIN: L03210TZ1985PLC001535
Registered Office: Samichettipalayam, Coimbatore 641047
Ph: 0422-4233600, Fax: 422-2692170,
Email: cs@salzergroup.com / Website: www.salzergroup.net

NOTICE FOR POSTAL BALLOT /ELECTRONIC VOTING (e-Voting)
[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Salzer Electronics Limited (**"the Company"**) by means of Postal Ballot, only by way of remote e-Voting process **("e-Voting**"), pursuant to Section 110 and Section 108 of the Companies Act, 2013 **("the Act")** read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs **("MCA Circulars")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations"),** Secretarial Standard on General Meetings **("SS-2")** issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs ('**MCA**') no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice **("Notice")** is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. G Vasudevan (CP No. 6522) Partner, M/s G.V. and Associates, Practicing Company Secretaries, Coimbatore, as a Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period will begin at 9:00 a.m. (IST) on **Friday, June 19, 2026**, and **conclude at 5:00 p.m. (IST) on Saturday July 18, 2026.** Upon completion of the scrutiny of votes cast through remote e-Voting, the Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him. The results of the Postal Ballot conducted

through e-Voting will be declared within 48 hours of the conclusion of the e-Voting, i.e., on or before 5:00 p.m. IST on Monday, July 20, 2026. The results will also be made available on the Company's website (www.salzergroup.net), the NSDL website (www.evoting.nsdl.com), and will be communicated to the stock exchanges and the Registrar and Share Transfer Agent (RTA), GNSA Infotech Private Limited, Chennai.

Members are advised to carefully read the instructions and notes before casting their votes through remote e-voting no later than **5:00 p.m. IST on Saturday, July 18 , 2026**. The remote e-voting system will be deactivated by NSDL immediately after 5:00 p.m. IST on that date, and voting will not be permitted thereafter.

SPECIAL BUSINESS

Item No. 1: To re-appoint Mrs. Priya Bhansali (DIN: 00195848) as an Independent Director of the Company

T*o 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 read with Schedule IV of the Companies Act, 2013 ('the Act'), and the rules made thereunder, Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions of the applicable laws, in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, **Mrs. Priya Bhansali (DIN: 00195848)**, be and is hereby re-appointed as an Independent Director of the Company for a period of 5 (five) years commencing from August 07,2026 till August 06, 2031 (both days inclusive).

Item No. 2: To re-appoint Mr. Sharat Chandra Bhargava (DIN: 00008146) as an Independent Director of the Company

T*o 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 read with Schedule IV of the Companies Act, 2013 ('the Act'), and the rules made thereunder, Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions of the applicable laws, in accordance with the Articles of Association of the Company and upon recommendation of the Board of Directors of the Company, **Mr. Sharat Chandra Bhargava (DIN: 00008146)**, be and is hereby re-appointed as an Independent Director of the Company for a period of 5 (five) years commencing from August 07,2026 till August 06, 2031 (both days inclusive).

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-

enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for the re-appointment of Mr. Sharat Chandra Bhargava (DIN: 00008146) as an Independent Director of the Company, notwithstanding that he has already attained the age of 75 years."

By the Order of the Board
For Salzer Electronics Limited
Sd/-
K M Murugesan
Company Secretary &
Compliance Officer
(Membership No: A25953)

Date : May 23,2026
Place : Coimbatore

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**the "Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto and forms part of this Notice..

2. The Company has appointed Mr. G Vasudevan (CP No. 6522) Partner, M/s G.V. and Associates, Practicing Company Secretaries, Coimbatore for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The results of the Postal Ballot conducted through e-Voting will be declared within 48 hours of the conclusion of the e-Voting, i.e., on or before 5:00 p.m. IST on Monday, July 20, 2026 and the same will be communicated to BSE Limited and the National Stock Exchange of India Limited and shall also be available on the Company's website www.salzergroup.net and on the website of NSDL www.evoting.nsdl.com and also will be displayed at the Registered Office of the Company.

3. The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting, i.e. **Saturday, July 18, 2026**

4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, June 12, 2026 ("Cut-Off Date")** received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will

only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. This Postal Ballot Notice will also be available on the Company's website at www.salzergroup.net , websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.

8. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act is available for inspection through electronic mode. Members are requested to write to the Company at cs@salzergroup.com for inspection of the said documents.

9. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

10. Any query/grievance may please be addressed to Mr. K M Murugesan, Company Secretary with respect to this Postal Ballot at Email id: cs@salzergroup.com or may contact +91-422-4233614, National Securities Depository Limited at the email id: at evoting@nsdl.com or call NSDL on 022 - 4886 7000.

11. Process and manner for voting through remote e-voting:

i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.

ii. Voting rights through e-voting cannot be exercised by a proxy.

iii. The remote e-voting period commences at 9:00 a.m. (IST) on **Friday, June 19, 2026**, and **conclude at 5:00 p.m. (IST) on Saturday July 18, 2026**. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).

iv. Resolutions passed by the Members by means of Postal Ballot will be deemed to have duly been passed at a General Meeting of the Members.

v. The details of the process and manner for remote e-voting are explained herein below

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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	**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. 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. 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. 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.
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.

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.

Login type	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.com 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 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 For example 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	16 Digit Beneficiary ID

demat account with CDSL.	For example 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 For example 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 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.

   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.
   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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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 are active.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.com. 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 : 022 - 4886 7000 or send a request to at evoting@nsdl.com.

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 cs@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 cs@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 for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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.

Annexure to the Notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying notice:

Item No. 1— Re-appointment of Mrs. Priya Bhansali (DIN : 00195848) as an Independent Director of the Company

The Members may note that the present first term of office of Mrs. Priya Bhansali as an Independent Director of the Company shall conclude on August 06, 2026.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on May 23,2026, after due consideration of her performance and continued contribution, have recommended her re-appointment for a further term of five consecutive years commencing from August 07,2026, subject to the approval of the shareholders by way of a special resolution.

Mrs. Priya Bhansali, aged 60 years, during her initial three-year tenure, contributed valuable insights, knowledge, and expertise to the Board, particularly in the areas of taxation compliance, GST, and internal audit functions. The Board has significantly benefited from her inputs, especially within the Company's internal control systems, which have undergone notable improvements as a result of her contributions.

In view of her proven expertise, rich experience, and continued valuable contributions to the Company, as well as the positive impact of her guidance on the Company's governance and internal control framework, the Board considers it appropriate and in the best interests of the Company to re-appoint Mrs. Priya Bhansali as an Independent Director of the Company for a further term of five consecutive years with effect from August 07, 2026..

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member, proposing the re-appointment of Mrs. Priya Bhansali as an Independent Director of the Company.

Mrs. Priya Bhansali has consented to act as an Independent Director of the Company and has confirmed that:(i) she continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
(ii) she has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mrs. Priya Bhansali fulfils the conditions specified for independence under the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is independent of the management of the Company.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2, including her educational qualifications etc., have been provided in Annexure 1 to the explanatory statement. The terms and conditions of re-appointment of Mrs. Priya Bhansali are available for inspection by the members, without any fee, at the Registered Office of the Company during business hours on all working days until the last date of remote e-voting.

Mrs. Priya Bhansali shall be entitled to receive sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses incurred in connection therewith. In addition, she may be paid commission on profits, if any, as may be recommended by the Board and approved by the Members of the Company in accordance with the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

The Board recommends the re-appointment of Mrs. Priya Bhansali as an Independent Director of the Company for a second term of five consecutive years, as set out in the Resolution under Item No. 1, for the approval of the Members by way of Special Resolution..

Except Mrs. Priya Bhansali and her relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 2 — Re-appointment of Mr. Sharat Chandra Bhargava as Independent Director of the Company

The Members may note that the present first term of office of Mr. Sharat Chandra Bhargava **("Mr. S C Bhargava")** as an Independent Director of the Company shall conclude on August 06, 2026.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on May 23,2026, after due consideration of his performance and continued contribution, have recommended his re-appointment for a further term of five consecutive years commencing from August 07,2026, subject to the approval of the shareholders by way of a special resolution.

Mr. S C Bhargava, aged 76 years, during his initial three-year term on the Board of Salzer, brought to the table his extensive expertise and industry knowledge on the evolving technology and market dynamics of electrical products, with a specific focus on Smart Meters. His ability to provide well-informed perspectives and forward-looking guidance has assisted the Board in framing strategic decisions and responding effectively to emerging opportunities.

The continued association of Mr. S. C. Bhargava is expected to deliver sustained value by ensuring consistency in strategic direction and well-informed decision-making. In view of his domain expertise, constructive participation, and the positive impact of his contributions on the Company's growth, his re-appointment for a second term of five years is considered beneficial and in the best interest of the Company.

In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall not appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years unless such appointment or continuation is approved by the Members by way of a Special Resolution. Since Mr. S. C. Bhargava has already attained the age of 75 years, the Company is seeking prior approval from its Members by way of a Special Resolution.

The Company has received a notice under Section 160 of the Act from a member, proposing the re-appointment of Mr. S. C. Bhargava as an Independent Director of the Company.

Mr. S. C. Bhargava has consented to act as an Independent Director of the Company and has confirmed that:(i) he continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
(ii) he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr. S. C. Bhargava fulfils the conditions of independence as specified in the Act, the rules made thereunder, and the SEBI Listing Regulations and is independent of the management of the Company.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2, including his educational qualifications etc., have been provided in Annexure 1 to the explanatory statement. The terms and conditions of re-appointment of Mr. S. C. Bhargava are available for inspection by the members, without any fee, at the Registered Office of the Company during business hours on all working days until the last date of remote e-voting.

Mr. S. C. Bhargava shall be entitled to receive sitting fees for attending meetings of the Board and its Committees and reimbursement of expenses incurred in connection therewith. In addition, he may be paid commission on profits, if any, as may be recommended by the Board and approved by the Members of the Company in accordance with the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Board recommends the re-appointment of Mr. S. C. Bhargava as an Independent Director for a second term of five years as set out in the resolution in Item no. 2 for approval of the members as Special Resolution.

Except Mr. S. C. Bhargava and his relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

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ANNEXURE -1 TO THE NOTICE

Details of Director seeking re-appointment Disclosures, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Name of Director	Mrs. Priya Bhansali	Mr. Sharat Chandra Bhargava
Type	Independent Director	Independent Director
DIN	00195848	00008146
Date of Birth	March 25,1966	December 28,1950
Nationality	Indian	Indian
Age	60 years	76 years
Date of First Appointment on the Board	August 07,2023	August 07,2023
Qualification and Nature of expertise in specific functional areas	A Bachelor in Commerce, Madras University, 1986, Chartered Accountant, Institute of Chartered Accountants of India (ICAI), 1988, Information Systems Auditor, ICAI, 2001 GST and Certification Course by ICAI, 2017. She has experience and expertise in Direct Taxes, Audit, Joint Ventures, FDI and International Taxation etc. Enrolled as technical Reviewer and Peer reviewer	B Tech from Indian Institute of Technology (IIT), Kharagpur- distinguished as gold medallist and an Advanced Management Program in Wharton School of the University, USA. He has an extensive expertise and industry knowledge on the evolving technology and market dynamics of electrical products
Terms and Conditions of Appointment/ re- appointments	The details are provided in the resolutions under Item No.1 and related Explanatory Statement annexed to this Postal Ballot.	The details are provided in the resolutions under Item No.2 and related Explanatory Statement annexed to this Postal Ballot.
Remuneration proposed to be paid	Only sitting Fees, and the profit related commission, if any, as may be approved by the shareholders	Only sitting Fees, and the profit related commission, if any, as may be approved by the shareholders
Remuneration last drawn	FY 2025-26 : Rs.6,60,000 Lakhs (sitting fees Only)	FY 2025-26 : Rs. 1,80,000 Lakhs (sitting fees Only)
Brief profile	Details as provided elsewhere in this Notice.	Details as provided elsewhere in this Notice.

Directorship in other Companies	Kaycee Industries Limited (Listed Entity) – (Independent Director), Bannari Amman Spinning Mills Ltd (Independent Director), The Lakshmi Mills Limited (Independent Director), Ishita Advisory Services Private Limited (Director), Kumbhat and Co LLP (Managing Partner), Bhansali Securities Private Limited (Director), Green Guardian Trust (Trustee) and Ajit Singhvi Education and Training Trust (Trustee)	NIL
Chairmanships / Memberships of the Committees of the Board of Directors of the Company	Audit Committee – Chairperson and Stakeholders Relationship Committee - Member	Nomination and Remuneration Committee - Member
Chairmanships / Memberships of the Committees of the Board of Directors of the other Companies in which he is a Director	Bannari Amman Spinning Mills Ltd – AC – Member Bannari Amman Spinning Mills Ltd – NRC – Chairman Kaycee Industries Ltd – AC & SRC – Chairman	NIL
Listed entities from which the director has resigned in the past three years.	Sakthi Finance Limited (Retired), Sakthi Sugars Limited (Retired)	NIL
No. of Board Meetings attended during the year (for F.Y. 2025-26)	Attended all Five Meetings held during the year 2025-26	Attended four out of Five meetings held during the year 2025-26
No. of Equity Shares held	NIL	NIL
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	NA	NA

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