Pulz Electronics Ltd.

Corporate Off.:
Kailashpati, 2nd Floor, Plot 10A,
Veera Desai Road, Andheri (West),
Mumbai 400 053. India.
Phone : +91 22 2673 2593
Fax : +91 22 2673 2594
Email : mumbai@pulz.co.in

Registered Off.:
46, Satish Mukherjee Road,
Kolkata 700 026. India.
Phone : +91 33 2419 6738
Email : kolkata@pulz.co.in

CIN NO : L32109WB2005PLC104357

www.pulz.co.in

AGM NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the shareholders of Pulz Electronics Limited will be held on Friday, 29th day of September 2023 at 11:30 A.M at 11 C, Raja Basanta Ray Road,1st Floor, Beside Transit House, Kolkata West Bengal– 700 026 India, to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt**:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

"RESOLVED THAT, the Audited Standalone and Consolidated Balance Sheet & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2023 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

2. To consider the reappointment of Mr. Ramakrishnan Manden Kattil (DIN: 00194891) as Director

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

"RESOLVED THAT, pursuant to section 152(6) of the Companies Act 2013, read with relevant rules made under Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Ramakrishnan Manden Kattil (DIN: 00194891)** who is liable to retire by rotation. He being eligible for reappointment offered himself for the reappointment for the directorship. **Mr. Ramakrishnan Manden Kattil (DIN: 00194891)** is be and hereby appointed for the same."

SPECIAL BUSINESS

3. To consider Regularisation of Independent Director Mr. Santosh Kumar Shah (DIN: 01116378)

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

RESOLVED, pursuant to section 149, 152,153 or any other section of the companies Act 2013 read with schedule iv of the Act, The Companies Appointment and qualification of Directors) Rules, 2014 including any other rules made there under (including any statutory modifications) or re-enactment thereof for the time being in force) and in accordance with the article of association of the Company**, Mr. Santosh Kumar Shah (DIN- 01116378)** is be and hereby

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regularized as the Regular independent director of the Company on such remuneration as may be recommended by the Nomination and Remuneration Committee. He shall hold office for a consecutive term of five (5 Years) years commencing from 03.03.2023. He meets the criteria of independence as provided in section 149(6) of the Act.

4. To Consider Appointment of Mr. Anirvan Partha Ghose as Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded to appoint Mr. Anirvan Parth Ghose [DIN: 00188496] as Managing Director of the Company, not liable to retire by rotation, for a period of five (5) years with effect from September 01, 2023 on a remuneration, as detailed in the Explanatory Statement annexed herewith;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Anirvan Ghose for his entire term subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers to any Committee of Directors to give effect to the aforesaid Resolution.

5. To transact any other business.

By Order of the Board of Directors

Anirvan Ghose
Digitally signed by Anirvan Ghose
Date: 2023.09.05 11:27:28 +05'30'

Anirvan Partha Ghose.
Managing Director.

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CIN: L32109WB2005PLC104357
E-mail: accounts@pulz.co.in
Website: www.pulz.biz
Place: Mumbai
Dated: 05/09/2023

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NOTES:

a) A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/her and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.

b) Members may refer proxy related provisions given in para 6 of the SS -2 – secretarial standard on general meeting issued by the ICSI and approved by Central Government.

c) Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of m embers not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not ac t as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

d) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

e) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

f) The Company has notified closure of register of members and transfer books from September 23, 2023 to conclusion of Annual General meeting on September 30, 2023.

g) As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.

h) Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.

i) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.

j) Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.

K) Relevant documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

I) Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.

J) Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the AGM.

K) Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

L) The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e -mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e -mail addresses, physical copies are being sent by the permitted mode.

M) To support the 'Green Initiative', the Members holding shares in physical form & who have not registered their e -mail addresses are requested to register the same with the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd .

N) In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically through the e -voting services provided by Bigshare Services Private Limited, on all resolutions set forth in this Notice.

O) Pursuant to the SEBI Circular dated June 08, 2018, restricting Physical Share Transfers w.e.f. December 05, 2018 and BSE vide its circular dated July 05, 2018.

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VOTING INSTRUCTIONS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 22, 2023, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Tuesday, September 26, 2023, and will end at 5.00 p.m. on Thursday, September 28, 2023. The facility for voting through polling paper shall also be made available at the Meeting to the Members attending the AGM who have not already cast their votes by remote e-voting prior to the Annual General Meeting. The Company has appointed. M/s. N S Gupta & Associates, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins at 10.00 a.m. on Tuesday, September 26, 2023, and will end at 5.00 p.m. on Thursday, September 28, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2023 of may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting

securities in demat mode) login through their **Depository Participants**	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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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.comor contact at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.

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- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM 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 AGM/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

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Other Instructions:

i. The e-voting period commences on Tuesday September 26, 2023 (10:00 am) and end on Thursday, September 28, 2023 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday 22 September 2023, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 22nd September 2023.

iii. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again through Polling paper.

iv. A member can opt for only one mode of voting i.e., either through remote e-voting or by Poll. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Polling paper shall not be considered.

v. M/s. N S Gupta & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.

vi. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pulz.biz and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 18th AGM of the Company on September 30, 2023 and communicated to the NSE Limited, where the shares of the Company are listed.
Members seeking any information with regard to accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
Proxies, in order to be effective, forms must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

Pulz Electronics Ltd.

Corporate Off.:
Kailashpati, 2nd Floor, Plot 10A,
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Fax : +91 22 2673 2594
Email : mumbai@pulz.co.in

Registered Off.:
46, Satish Mukherjee Road,
Kolkata 700 026. India.
Phone : +91 33 2419 6738
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CIN NO : L32109WB2005PLC104357

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EXPLANATORY STATEMENT

Item No # 3

1. **Mr. Santosh Kumar Shah, Din- 01116378** was appointed as the Additional Independent Director of the company on the 03rd Day of March 2023.
2. **Mr. Santosh Kumar Shah, Din- 01116378** on the recommendation of the Nomination and Remuneration Committee had been appointed as the additional Independent Director of the Companies with effect from 03.03.2023. He holds a post doctorate degree from university grant commission, for 5 Years. She is B. Com Hons form Calcutta University, West Bengal. Working as an Income Tax Practitioner for past 30 years.
3. That he meets the criteria of independence as mentioned in the section 149(6) of the Companies Act 2013.
4. Based on the recommendation received from the Nomination and Remuneration committee and in view of her knowledge, skill and invaluable expertise related to the industries of the companies, she is be and hereby appointed as the independent director of the company.

Details are provided in the "Annexure-A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings("SS-2"), issued by the Institute of Company Secretaries of India. The Board recommends the Ordinary Resolution as set out at item no. 3 in the Notice for approval by the members.

Item No # 4

The Board, upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Mr. Anirvan Partha Ghose as Managing Director for a period of five years effective September 01, 2023 on remuneration as mutually agreed between the Board and MD, subject to approval of the members.

Mr. Anirvan Partha Ghose has been an Ececutive Director on Board Since 25th July, 2005. In the opinion of the Board, his knowledge, expertise, experience and his substantial contribution to the company till date will prove valuable to help the business to grow strategically and efficiently in future.

Mr. Anirvan Partha Ghose has done his graduation in Bachelor of Science from St. Xavier's College, Kolkata and also completed a course in Computer Hardware from Institute of

Electronics and Hardware Technology, Kolkata in 1994. He has done specialized audio video training from Dolby Laboratories, Sim2, Sound Engineering and Sound recording Course from Film & Television Institute of Pune in 1997. His Key Competencies includes designing Auditoriums, Cinemas and Recording Studios, Designing and Manufacturing of Audio Equipment, Installation, Calibration and Maintenance of Audio and Projection Equipment in Cinemas He is member of SMPTE, IFFI Technical Committee and NFDC Technical Committee.

Details are provided in the "Annexure-A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings("SS-2"), issued by the Institute of Company Secretaries of India. The Board recommends the Special Resolution as set out at item no. 4 in the Notice for approval by the members.

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Annexure A

Details of Directors seeking re-appointment/appointment at 18th Annual General Meeting (AGM) pursuant to Regulation 36(3) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the ICSI.

Particulars	**Details**
Name of the Director	Mr. Ramakrishnan Manden Kattil
Date of Appointment	25/07/2005
Relationship with the Directors and Key Managerial Personnel	NA
Expertise in specific Functional Area	Designer of amplifiers, speaker system, Acoustical measurements and calibration for cinemas, auditoriums and studios.
Qualification	
Board Membership of other Listed Companies as on 31st March, 2023	NA
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2023	Stakeholder Relationship Committee,
Number of shares held in Company as on 31st March, 2023	5199952 (Fifty One Lakh Ninety Nine Thousand Nine Hundred Fifty Two)

Particulars	**Details**
Name of the Director	Mr. Santosh Kumar Shah
Date of Appointment	03/03/2023
Relationship with the Directors and Key Managerial Personnel	NA
Expertise in specific Functional Area	Income Tax Practitioner for past 30 years.
Qualification	
Board Membership of other Listed Companies as on 31st March, 2023	NA
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2023	Stakeholder Relationship Committee,

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Number of shares held in Company as on 31st March, 2023	0

Particulars	**Details**
Name of the Director	Mr. Anirvan Partha Ghose
Date of Appointment (Initial) Date of Appointment as MD	25/07/2005 01/09/2023
Relationship with the Directors and Key Managerial Personnel	Mrs. Rumeeta Ghose Spouse
Expertise in specific Functional Area	Specialized in designing Auditoriums, Cinemas and Recording Studios, Designing and Manufacturing of Audio Equipment, Installation, Calibration and Maintenance of Audio and Projection Equipment in Cinemas.
Qualification	
Board Membership of other Listed Companies as on 31st March, 2023	NA
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2023	Audit Committee,
Number of shares held in Company as on 31st March, 2023	2799968 (Twenty Seven Lakh Ninety Nine Thousand Nine Hundred Sixty Eight)

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ATTENDANCE SLIP
Pulz Electronics Limited.
CIN: L32109WB2005PLC104357
Registered Office: 46, Satish Mukherjee Road, Kolkata 700 026
West Bengal, India.

Attendance Slip of
18th Annual General Meeting of Pulz Electronics Limited
To be held on September 29 2023 at 11 C, Raja Basanta Ray Road
1st Floor, Beside Transit House, Kolkata-700026, West Bengal -India.

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholders	
Name of the Joint Holder(s)	
No. of Shares held	

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PULZ ELECTRONICS LIMITED
CIN: L32109WB2005PLC104357
Registered Office: 46, Satish Mukherjee Road, Kolkata – 700 026, West Bengal
Website: www.pulz.biz, E-mail: accounts@pulz.co.in, Phone: 022 2673 2593

ATTENDANCE SLIP
18TH ANNUAL GENERAL MEETING OF PULZ ELECTRONICS LIMITED

Name of Member(S) :
Registered Address :
Folio No./DP ID/Client ID :
No. Of shares held:_____

I/We certify that I/We am/are the registered Member(s)/proxy for the registered Member(s) of the Company.
I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company to be held on September 29,2023 at 11:30 a.m. at 11 C, Raja Basanta Ray Road,1st Floor, Beside Transit House, Kolkata West Bengal– 700 026 India.

.....
Member's/Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.
.....
.....

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FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and
Administration) Rules, 2014]

CIN : L32109WB2005PLC104357
Name of the Company : PULZ ELECTRONICS LIMITED
Registered Office : 46, Satish Mukherjee Road, Kolkata, west Bengal-700026
Name of the Member(s) :
Registered address :
Email Id :
Folio No/DP ID/Client ID :

I/We, _____being the Member(s) of_____ shares of the above named Company, hereby appoint.

1. Name : ..... Email Id: .....
Address : .....
Signature: .....

2. Name : ..... Email Id: .....
Address : .....
Signature: .....

3. Name : ..... Email Id: .....
Address : .....
Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eignteenth Annual General Meeting of the company to be held on Friday, September 29, 2023 at 11 C, Raja Basanta Ray Road,1st Floor, Beside Transit House,Kolkata West Bengal– 700 026 India , and at any adjournment thereof in respect of such resolutions as are indicated below:

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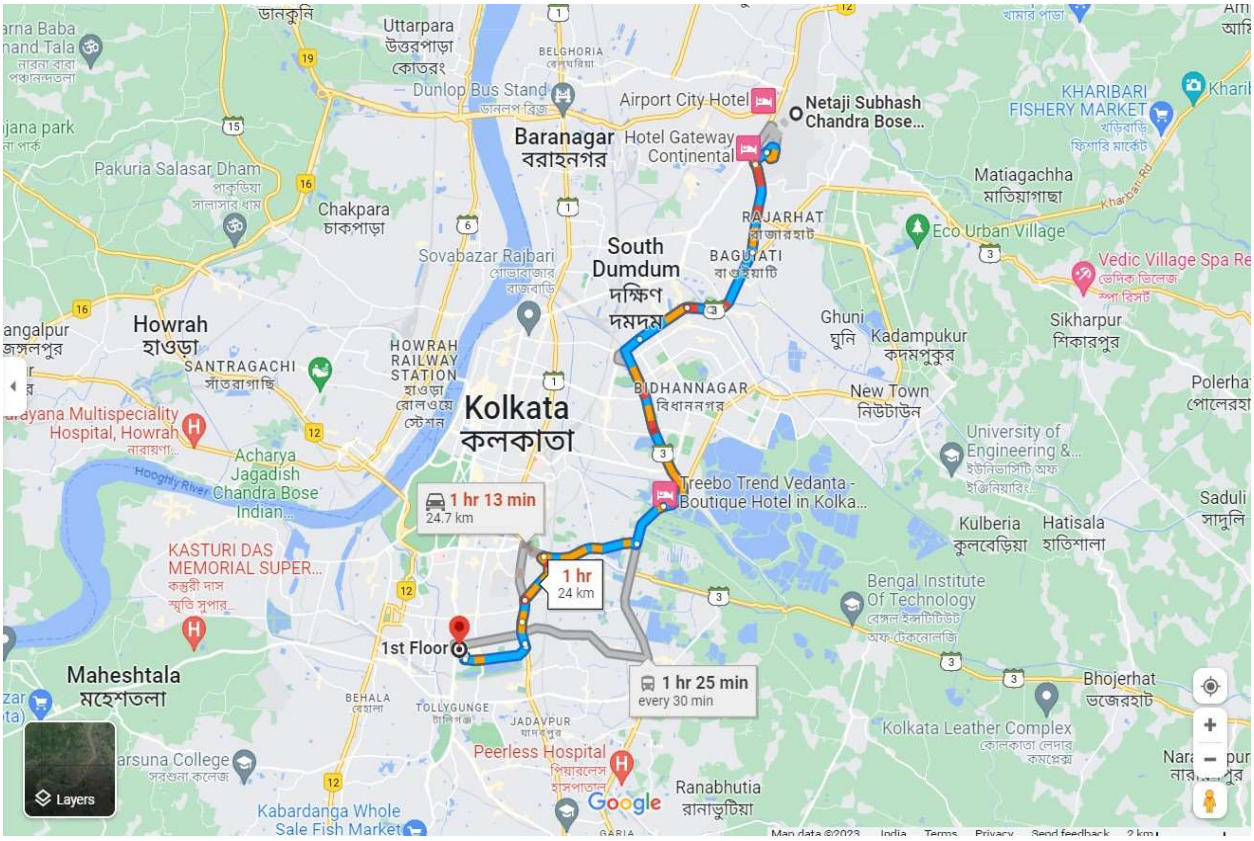
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