August 20, 2026

To

THE CORPORATE RELATIONSHIP DEPT
BSE Limited
I Floor, New Trading Ring,
Rotunda Building,
P.J.Towers, Dalal Street,
Fort, Mumbai - 400 001.
SCRIP CODE: 517059

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

Dear Sir,

Sub : 41st Annual General Meeting – Annual Report 2025-26
Ref : Our letter dt. 23.05.2026 - Intimation of date of AGM

In continuation of our letter dated May 23, 2026, intimating the 41st Annual General Meeting scheduled to be held on September 12, 2026, we, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby submit the Annual Report for the financial year 2025-26 along with the Notice of the 41st AGM of the Company to be convened through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

In accordance with the applicable MCA and SEBI Circulars, the aforesaid Annual Report and AGM Notice are being sent to the shareholders at their registered e-mail addresses and are also available on the Company's website at the following link:

https://www.salzergroup.net/documents/Annual_Report_2025-26.pdf

The Company has provided e-voting facility to its shareholders (holding shares either in physical or dematerialized form) to exercise their right to vote by electronic means on the businesses specified in the Notice convening the AGM. The schedule of the 41st AGM of the Company and other related details are furnished below

Event	Date	Time
Cut-off date to vote on AGM resolutions	4th September, 2026	NA
Record Date -AGM	28th August, 2026	NA
Commencement of remote e-voting	7th September, 2026	09:00 a.m. IST
End of remote e-voting	11th September, 2026	05:00 p.m. IST
AGM	12th September, 2026	11:30 a.m. IST

We request you to take the same on record.

Thanking you Yours faithfully
For SALZER ELECTRONICS LIMITED

MURUGESAN.K.M.
Digitally signed by MURUGESAN.K.M.
Date: 2026.08.20 12:29:11 +05'30'

K M MURUGESAN
COMPANY SECRETARY

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 41st Annual General Meeting of the Members of Salzer Electronics Limited will be held on Saturday, September 12,2026 at 11.30 A.M through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) with virtual presence of the shareholders to transact the following business

Ordinary Business:

1. **Adoption of Standalone and Consolidated Financial Statements for the period ending March 31,2026**

   To consider and if thought fit, to pass the following resolution as an ordinary resolution:

   "RESOLVED THAT the Standalone and Consolidated Audited Financial Statements for the year ended March 31,2026, together with the Board's Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. **Declaration of the Dividend on the Equity Shares**

   To consider and if thought fit, to pass the following resolution as an ordinary resolution:

   "RESOLVED THAT a dividend of Rs.2.50 (Rupees Two and Fifty Paise only) per Equity Share of face value of Rs.10/- each (25%), fully paid-up, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026, and that the same be paid out of the profits of the Company for the said financial year to those members whose names appear in the Register of Members/beneficial owners as on the Record Date fixed by the Company for this purpose."

3. **Appointment of a Director in place of Mr. N. Rangachary (DIN: 00054437), Non-executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment**

   To consider and if thought fit, to pass the following resolutions as the special resolutions:

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. N. Rangachary (DIN: 00054437), Chairman and Non-Executive & Non-Independent Director, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, and who has attained the age of seventy-five years, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation, and shall continue to hold office as Chairman and Non-Executive & Non-Independent Director of the Company.

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. **Appointment of a Director in place of Mr. V Sankaran (DIN: 00003141), Non-executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment**

   To consider and if thought fit, to pass the following resolutions as the special resolutions:

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. V Sankaran (DIN: 00003141), Non-Executive & Non-Independent Director, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, and who has attained the age of seventy-five years, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation, and shall continue to hold office as Non-Executive & Non-Independent Director of the Company.

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Special Business

5. **Re-appointment of Mr. D Rajesh Kumar (DIN: 00003126) as Joint Managing Director for another term of five years effective October 01,2026**

   To consider and, if thought fit, to pass the following resolution as the special resolutions:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule V to the Act and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Members be and is hereby accorded to the re-appointment of Mr. D. Rajesh Kumar (DIN: 00003126) as Joint Managing Director of the Company for a period of five (5) years commencing from October 01, 2026 and ending on September 30, 2031, on the following terms and conditions of remuneration:":

1). Salary:

Rs. 6,50,000/- (Rupees Six Lakhs Fifty Thousand only) per month with an annual increment of Rs. 50,000/- (Rupees Fifty Thousand only) per month every year for five years with effect from October 01, 2026.

2). Commission:

Commission at the rate of 2.5% on the net profits of the Company, payable annually.

3). Perquisites and Other Allowances and Benefits:

a) House Rent Allowance:

No accommodation shall be provided by the Company. House Rent Allowance shall be 50% of the salary, subject to payment of 10% of the salary by the appointee towards rent.

b) Medical Allowance:

Reimbursement of medical expenses incurred by him and his family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

c) Leave Travel Concession:

Once in a year for himself and his family members by Air or AC First Class to any place in India.

d) Personal Accident Insurance:

Premium not exceeding Rs. 50,000/- per annum.

e) Club Fees:

Fees of clubs subject to a maximum of two clubs. This shall not include admission and life membership fees.

f) Provident Fund / Superannuation / Annuity Fund:

Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or collectively, are not taxable under the Income-tax Act, 1961.

g) Gratuity:

Gratuity payable at a rate not exceeding fifteen (15) days' salary for each completed year of service.

h) Leave Encashment:

Encashment of leave at the end of the end of every calendar year during the tenure

i) Sitting Fees:

He shall not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof.

"RESOLVED FURTHER THAT the afore-mentioned remuneration shall be payable notwithstanding that the remuneration exceeds the limits prescribed under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in any year during the tenure of his re-appointment."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his office, the aforesaid remuneration payable to Mr. D. Rajesh Kumar shall be treated as minimum remuneration and shall be governed by the provisions of Part II, Section II of Schedule V to the Companies Act, 2013, and other applicable provisions of the Act, as amended from time to time."

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, the office of Mr. D. Rajesh Kumar as Joint Managing Director shall be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to vary, alter, revise or modify the terms and conditions of the said appointment and remuneration, within the overall limits approved herein and in accordance with the applicable provisions of the Companies Act, 2013, and to do all such acts, deeds, matters and things, and execute all such documents, instruments and writings as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

6. Ratification of the Remuneration to the Cost Auditor for the financial year 2026-27

To consider and if thought fit, to pass the following resolution as an ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors)

Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs.1,90,000/- (Rupees One Lakh Ninety Thousand only) per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, payable to CMA A. R. Ramasubramania Raja (Membership No. 32458), Cost Accountant, Coimbatore, who has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2026–27, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to 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
M No.A25953

Date: August 08,2026
Place: Coimbatore

Notes

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the Ordinary and Special business as set out in the Notice is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated 5th May 2020 and General Circular No.03/2025 dated 22nd September 2025 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 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 ("Listing Regulations"), and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPEG format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by email through its registered email address vasudevanacs@gmail.com with a copy marked to evoting@nsdl.com.

5. The Company has fixed Friday, August 28, 2026 as the Record Date for the purpose of determining the eligibility of Members entitled to receive the dividend for the financial year 2025–26, if declared at the ensuing Annual General Meeting.

6. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 the Company shall make the payment of Dividend to the Shareholders only in Electronic mode and payment of Dividend by way of cheque/warrant has been dispensed with.

7. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with Postal Identification Number Code) to their respective Depository Participant(s) and not with the Company. Regular updation of bank particulars is intended to prevent fraudulent activities

8. The Company has entered into agreements with National Securities Depository Limited **("NSDL")** and Central Depository Services (India) Limited **("CDSL")** to facilitate holding of equity shares in dematerialised form. The depository system eliminates several risks and inconveniences associated with holding shares in physical form, such as bad deliveries, fraudulent transfers, fake certificates, theft or loss of share certificates, delays in transfer and mutilation of certificates. It also offers several benefits, including exemption from stamp duty on transfer of securities, enhanced liquidity, faster settlement of transactions and reduced transaction costs. Members who are still holding equity shares in physical form are encouraged to dematerialise their holdings by opening a demat account with a Depository Participant and converting their physical share certificates into electronic form.

9. **Dematerialisation of Shares and Updation of KYC Details**

   In terms of the Securities and Exchange Board of India ("SEBI") Regulations and the applicable circulars issued from time to time, requests for transfer of securities held in physical form are not processed by listed entities or their Registrar and

Share Transfer Agents ("RTA"), except in cases of transmission or transposition of securities.

a. Pursuant to the SEBI Master Circular dated February 06, 2026, read with the operational guidelines issued by SEBI, listed entities are required to issue securities only in dematerialised ("demat") form while processing investor service requests, including transmission, transposition, issue of duplicate share certificates, renewal or exchange of share certificates, endorsement, sub-division/splitting, consolidation of share certificates and other permissible requests. Accordingly, upon processing a valid request, the Company/ Registrar and Share Transfer Agent ("RTA") shall credit the securities directly to the demat account of the concerned Member.

b. Further, in terms of the aforesaid SEBI Master Circular, Members holding shares in physical form are required to furnish/ update their Permanent Account Number ("PAN"), nomination, contact details, bank account particulars and specimen signature with M/s. GNSA Infotech Private Limited, the Registrar and Share Transfer Agent of the Company. Members are requested to submit the prescribed Investor Service Request ("ISR") forms along with the requisite supporting documents to the RTA for updating their records.

c. Members may note that, unless the aforesaid KYC details are duly updated, they shall not be able to avail investor services relating to their physical shareholding, except in accordance with the applicable SEBI circulars. Further, dividend and other permissible payments in respect of such physical holdings shall be made only through electronic mode upon successful updation of the requisite details with the RTA.

10. Change of Address and Other Contact Details

a. Members holding shares in dematerialised form are requested to promptly notify any change in their address, e-mail address, mobile number, bank account details or other KYC particulars to their respective Depository Participant(s) ("DPs"). Members holding shares in physical form are requested to intimate such changes to M/s GNSA Infotech Private Limited, the Registrar and Share Transfer Agent ("RTA") of the Company, along with the prescribed forms and supporting documents, in accordance with the applicable SEBI circulars.

b. Members are requested to ensure that their complete postal address, including the correct Postal Index Number ("PIN") Code, is updated in the records maintained with the Depository Participant(s) or the RTA, as applicable, to facilitate timely communication and delivery of correspondence.

11. **Non-Resident Indian ("NRI") Members** are requested to promptly inform the Company, its Registrar and Share Transfer Agent or their respective Depository Participant(s), as applicable, of:

a. any change in their residential status upon returning to India for permanent settlement; and

b. the particulars of their NRE/NRO bank account maintained with a bank in India, if the same have not been furnished earlier, together with any subsequent changes thereto.

12. As per the provisions of Section 72 of the Act, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the same from the Company's website namely www.salzergroup.net Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

13. Members are requested to make all correspondence in connection with shares held by them by addressing their letters directly to the Company Secretary of the Company or its RTA, namely, M/s. GNSA Infotech Private Limited, by quoting the Folio number or the Client ID number with DP ID number.

14. In case of joint holders, 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 at the AGM.

15. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company.

16. **Transfer of Unclaimed Dividend and Corresponding Shares to the Investor Education and Protection Fund ("IEPF")**

a. Members are requested to note that, pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends remaining unpaid or unclaimed for a period of seven consecutive years from the date of their transfer to the Company's Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

b. In accordance with the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all equity shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more are also required to be transferred by the Company to the demat account of the IEPF Authority.

c. The details of the unclaimed dividends and the Members whose shares are due for transfer to the IEPF are available on the Company's website at www.salzergroup.net.

d. Members whose unclaimed dividend and/ or corresponding shares have been transferred to the IEPF may claim the same by making an On-line application to the IEPF Authority in Form IEPF-5, along with the prescribed documents, in accordance with the applicable provisions of the Companies Act, 2013 and the IEPF Rules.

e. Details of Dividend that remains unclaimed from the Company from the financial year 2018-19 and relevant due date for transfer to IEPF Account

FY ended	Declaration Date	Last date for encashment	Due Date
2018-19 (31.03.2019)	10.08.2019	14.09.2026	13.10.2026
2019-20 (31.03.2020)	Not 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
2023-24 (31.03.2024)	14.09.2024	19.10.2031	18.11.2031
2024-25 (31.03.2025)	12.09.2025	18.10.2032	17.11.2032

17. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email address is registered with the Company / RTA / Depository Participants as on August 07, 2026, a date fixed for determination of shareholders entitled for receipt of Annual Report 2025-26 along with the Notice of 41st AGM. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the Shareholders who have not registered their email address. Members may note that the Notice and Annual Report 2025-26 is also available on the Company's website www.salzergroup.net, websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com. Further, pursuant to the Listing Regulations, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same.

18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

19. Pursuant to Section 393 of the Income tax Act, 2025, the Company shall be required to deduct tax at source ("TDS") from dividends paid to Shareholders at the prescribed rates set out therein. For the prescribed rates for various categories, Shareholders are requested to refer to the Income Tax Act, 2025 and the amendments thereof. Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), Permanent Account Number ("PAN") with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding Rs.10,000/- and who is not liable to pay Income Tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source to our RTA before August 31,2026. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, tax will be deducted at the applicable higher rate.

20. Tax Deduction at Source ("TDS") on Dividend

a. Pursuant to the provisions of Section 393 of the Income-tax Act, 2025, the Company is required to deduct tax at source ("TDS") from the dividend paid to Shareholders at the rates prescribed thereunder. Shareholders are requested to refer to the relevant provisions of the Income-tax Act, 2025 and the rules made thereunder for the applicable TDS rates based on their residential status and category.

21. Tax Treaty Benefits for Non-Resident Shareholders

a. Non-resident Shareholders, including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), may avail themselves of the beneficial tax rates under the applicable Double Taxation Avoidance Agreement ("DTAA") entered into between India and their country of tax residence, subject to furnishing the prescribed documents in accordance with the provisions of the Income-tax Act, 2025.

b. For this purpose, eligible non-resident Shareholders are required to submit, as applicable, a valid Tax Residency Certificate ("TRC"), Form No. 41, a declaration confirming beneficial ownership of the shares and eligibility to claim treaty benefits, a declaration regarding the absence of a Permanent Establishment in India, and such other documents or information as may be prescribed or required.

c. The prescribed forms and detailed instructions are available on the website of the Registrar and Share Transfer Agent ("RTA"). The requisite declarations and documents should be submitted on or before August 31, 2026 to enable the Company to apply the applicable DTAA tax rates while deducting tax at source on dividend payments. A separate communication in this regard will also be sent to the eligible Shareholders.

22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

23. Online Dispute Resolution ("ODR") Mechanism

a. In accordance with the applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), the Company has registered on the **SMART ODR** (Securities Market Approach for Resolution through Online Dispute Resolution) Portal to facilitate resolution of investor disputes through online conciliation and/or arbitration. Members may access the SMART ODR Portal to initiate dispute resolution, in accordance with the framework prescribed by SEBI.

b. Members are requested to note that any grievance should first be lodged with the Company or its Registrar and Share Transfer Agent ("RTA"). If the grievance remains unresolved or the Member is not satisfied with the resolution provided, the Member may escalate the complaint through the SEBI Complaints Redress System **(SCORES)** Portal in accordance with the applicable SEBI guidelines. Only after exhausting the available grievance redressal mechanism, including the SCORES process, may the Member initiate dispute resolution through the SMART ODR Portal in accordance with the applicable SEBI circulars.

c. The detailed framework governing the Online Dispute Resolution mechanism is available in the relevant SEBI circulars and on the websites of SEBI and the SMART ODR Portal.

24. The brief profile of the Director seeking re-appointment, including details of his qualifications, experience, directorships, membership/chairmanship of committees, shareholding in the Company and inter-se relationship with other Directors and Key Managerial Personnel, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), is annexed to this Notice.

25. Members holding shares in physical form are requested to register/update their e-mail address, mobile number and other KYC details with **M/s. GNSA Infotech Private Limited,** the Registrar and Share Transfer Agent ("RTA") of the Company. Members holding shares in dematerialised form are requested to register/update the same with their respective Depository Participants. This will enable the Company to send all communications, including statutory documents, through electronic mode.

26. The Annual Report of the Company, including the audited financial statements (consolidated and standalone) and other statutory reports for the financial year ended March 31, 2026, is available on the Company's website. The financial statements of the Company's subsidiaries are also available for inspection in accordance with the applicable provisions of the Companies Act, 2013. Members desirous of obtaining a copy of the financial statements of any subsidiary company may write to the Company, and the same shall be made available electronically.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), the Company is providing its Members the facility to exercise their voting rights by electronic means in respect of the businesses set out in this Notice.

The Company has engaged the services of **National Securities Depository Limited ("NSDL")** to provide the facility of remote e-voting before the AGM and e-voting during the AGM. Members may cast their votes electronically through the NSDL e-voting system from a place other than the venue of the AGM ("remote e-voting") or during the AGM, in the manner set out below.

The Board of Directors has appointed M/s. 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.

NOTICE (Contd.)

Members are requested to carefully read the instructions relating to remote e-voting and e-voting during the AGM to understand the process for accessing the NSDL e-voting system and casting their votes electronically.

The Members are further requested to note the following:

i. Any person who acquires equity shares of the Company and becomes a Member after the dispatch of the Notice of the AGM and holds shares as on the **cut-off date**, shall be entitled to avail the facility of remote e-voting or e-voting during the AGM by following the procedure specified in this Notice. A person who is not a Member as on the cut-off date shall treat this Notice for information purposes only.

ii. Members who have cast their votes through remote e-voting prior to the AGM may attend and participate in the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), but shall not be entitled to cast their votes again during the AGM.

Instructions for Members for Remote e-Voting

The remote e-voting period shall commence on **September 07, 2026 at 9:00 A.M. (IST)** and shall end on **September 11, 2026 at 5:00 P.M. (IST)**. During this period, Members holding shares either in physical form or in dematerialised form as on the **cut-off date, September 04, 2026,**, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL immediately thereafter, and remote e-voting shall not be allowed beyond the said date and time.

The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using the NSDL e-Voting System?

The process for voting electronically through the NSDL e-Voting system consists of the following two steps:

Step 1: Access to the 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 Master Circular dated 30th January 2026, 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 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.

Type of shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
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.
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.

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.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 22 55 33

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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 demat account with CDSL.	16 Digit Beneficiary ID 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**
5. 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. 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.

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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 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 AGM.

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

4. The details of the person who may be contacted for any grievances relating to the e-Voting facility on the day of the AGM shall be the same as those of the person designated for Remote e-Voting.

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

1. Member will be provided with a facility to attend the 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 10, 2026, (upto 5:00 PM IST) to cs@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. M/s G V and Associates, Company Secretaries 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 Chairman of the AGM shall, after the conclusion of the discussion on the resolutions set out in the Notice, allow e-voting during the AGM to those Members who are participating through VC/OAVM and have not cast their votes through remote e-voting. Upon conclusion of the voting process, the e-voting facility shall be disabled by NSDL.

    iii. The Scrutiniser appointed by the Company shall, after the conclusion of e-voting during the AGM, first count the votes cast electronically during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company. The Scrutiniser shall, not later than two working days from the conclusion of the AGM, submit a consolidated Scrutiniser's Report on the total votes cast in favour of or against each resolution, if any, to the Chairperson or to any other person authorised by the Board in writing, who shall countersign the same and declare the results forthwith.

    iv. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company, the website of **National Securities Depository Limited ("NSDL")**, and shall also be communicated to **BSE Limited** and the **National Stock Exchange of India Limited**, where the equity shares of the Company are listed, immediately after the declaration of the results, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Statement

Explanatory Statement in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3 & 4

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), not less than two-thirds of the total number of directors of a public company (excluding Independent Directors) and the are liable to retire by rotation, and out of such directors, at least one-third are required to retire at every Annual General Meeting.

In accordance with the above provisions, Mr. N. Rangachary (DIN: 00054437), Chairman and Non-Executive, Non-Independent Director, and Mr. V. Sankaran (DIN: 00003141), Non-Executive, Non-Independent Director, retire by rotation at the this Annual General Meeting and, being eligible, have offered themselves for re-appointment.

Mr. N. Rangachary and Mr. V. Sankaran have been distinguished members of the Board whose leadership, wisdom and strategic counsel have made a significant contribution to the Company's growth and governance over the years. Their extensive industry experience, deep understanding of business and regulatory matters, and sound commercial judgment have consistently enabled the Board to make informed and balanced decisions on matters of strategic importance.

Throughout their tenure, they have provided invaluable guidance in shaping the Company's long-term vision, strengthening its corporate governance framework, evaluating strategic opportunities, and navigating complex business and economic challenges. Their ability to offer independent, objective and pragmatic perspectives has greatly enriched the quality of the Board's deliberations and decision-making process.

As the Company continues to pursue its long-term growth strategy, expand its business operations and strengthen its market position, the Board believes that the continued association of Mr. N. Rangachary and Mr. V. Sankaran will be of immense value to the Company and its stakeholders. Their institutional knowledge, strategic insight, mentorship to the management and unwavering commitment to the highest standards of governance will continue to provide stability and direction to the Board.

Considering their outstanding contributions, proven leadership, integrity, rich experience and continued active participation in the affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 08, 2026, formed the considered opinion that the re-appointment and continuation of Mr. N. Rangachary and Mr. V. Sankaran as Non-Executive, Non-Independent Directors of the Company, notwithstanding that they have attained the age of seventy-five years, would be in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Special Resolutions set out at Item Nos. 3 and 4 of the accompanying Notice relating to the re-appointment of Mr. N. Rangachary and Mr. V. Sankaran as Non-Executive, Non-Independent Directors of the Company, liable to retire by rotation, for the approval of the Members.

The Company has received consent both from Mr. N. Rangachary and Mr. V. Sankaran in terms of Section 152(5) of the Companies Act 2013 with requisite declaration to the effect that they declared that they are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Save and except as stated above, Mr. N. Rangachary, and Mr. V. Sankaran and their respective relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 3 and 4 of the accompanying Notice.

All relevant documents and papers relating to Item Nos. 3 and 4 referred to in the accompanying Notice and this Explanatory Statement shall be available for inspection by the Members during business hours on all working days up to the date of the Annual General Meeting. Members desirous of inspecting the same may send an e-mail to cs@salzergroup.com, and the relevant documents will be made available for inspection.

Item No.5

Mr. D. Rajesh Kumar (DIN: 00003126) was re-appointed as Joint Managing Director and Chief Financial Officer of the Company for a period of five (5) years commencing from October 1, 2021 and ending on September 30, 2026, on the terms and conditions approved by the shareholders at the 36th Annual General Meeting held on September 13, 2021. Accordingly, his present term of office as Joint Managing Director is valid up to September 30, 2026.

Upon the appointment of Mr. K. Raman as Chief Financial Officer of the Company with effect from April 01, 2026, Mr. D. Rajesh Kumar relinquished the office of Chief Financial Officer and has since continued to serve as Joint Managing Director for the remainder of his current term, ending on September 30, 2026.

Mr. D. Rajesh Kumar has been associated with the Company for more than three decades and has played a pivotal role in its growth and transformation. Over the years, he has acquired extensive expertise in finance, strategic planning, corporate governance, treasury management and business operations. He has been instrumental in strengthening the Company's financial position, implementing robust internal control systems and supporting key initiatives relating to capacity expansion, product diversification and market development. His leadership has contributed significantly to the Company's sustained growth, prudent capital allocation and long-term value creation for stakeholders. Under his leadership, the Company has achieved a robust sales CAGR of approximately 23% during the last five financial years, underscoring the effectiveness of its strategic initiatives and execution.

In addition to his financial acumen, Mr. Rajesh Kumar possesses a deep understanding of the Company's manufacturing processes, customer requirements and industry dynamics, enabling him to provide valuable strategic direction to the management team. He has consistently fostered a culture of integrity, operational excellence and innovation across the organization. His rich experience, sound business judgment and unwavering commitment to the Company's vision continue to be invaluable assets. The Board is of the view that his continued association as Joint Managing Director will provide stability and continuity in leadership and will further advance the Company's strategic objectives and sustainable growth initiatives.

Considering the foregoing, the Nomination and Remuneration Committee, at its meeting held on August 08, 2026, recommended the re-appointment of Mr. D. Rajesh Kumar as Joint Managing Director of the Company for a further term of five (5) years commencing on October 01, 2026, and determined his remuneration as set out in the Resolution. Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), the Audit Committee, at its meeting held on August 08, 2026, also approved the remuneration payable to Mr. Rajesh Kumar. Thereafter, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, at its meeting held on August 08, 2026, and subject to the approval of the Members at the ensuing Annual General Meeting, approved the re-appointment of Mr. D. Rajesh Kumar as Joint Managing Director for a further term of five (5) years with effect from October 01, 2026, on the remuneration set out in the Resolution.

Pursuant to the provisions of Sections 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment of the Joint Managing Director is subject to the approval of the shareholders of the Company at a General Meeting. Accordingly, the requisite resolution is set out as Item No. 5 of the Notice for the approval of the Members.

Further, Regulation 17(6)(e) of SEBI LODR Regulations requires the approval of the shareholders by way of a Special Resolution where the annual remuneration payable to an executive director who is a promoter or a member of the promoter group exceeds Rs.5 Cr or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. Since the remuneration payable to Mr. D. Rajesh Kumar during his tenure as Joint Managing Director may exceed the aforesaid limits, the approval of the shareholders is also being sought by way of a Special Resolution pursuant to Regulation 17(6)(e) of the Listing Regulations.

Mr. D. Rajesh Kumar, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority.

Mr. D. Rajesh Kumar to comply with the Company's Code of Conduct for Board of Directors and Senior Management Personnel, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, as amended from time.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of SEBI LODR Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") has been annexed and forms part of this Notice. Based on the above points, the Board recommends the Resolution as set out in Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Except Mr. R Doraiswamy, Managing Director, being his father, and Mr. D Vishnu Rangaswamy, Non Executive Non Independent Director being his younger brother, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records maintained by the Company in respect of such products and services as may be prescribed under the Companies (Cost Records and Audit) Rules, 2014.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 23, 2026, approved the appointment of CMA A. R. Ramasubramania Raja (Membership No. 32458), Cost Accountant, Coimbatore, as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2026–27**.**

The Board has also approved a remuneration of Rs.1,90,000/- (Rupees One Lakh Ninety Thousand only) per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, subject to ratification by the Members.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the accompanying Notice.

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ANNEXURE TO NOTICE DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 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	Mr. D Rajesh Kumar
DIN	00054437	00003141	00003126
Category	Non Executive and Non-Independent Direct	Non Executive and Non-Independent Direct	Joint Managing Director
Date of Birth	10/06/1938 / Age : 88 Years	19/03/1943 / Age : 83 Years	25/09/1971 / Age : 55 years
Date of first Appointment on the Board	09/08/2024 (Being the date on which he was appointed as a Non-Executive and Non-Independent Director)	09/08/2024 (Being the date on which he was appointed as a Non-Executive and Non-Independent Director)	22/12/2001
Qualification	He holds membership in Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.	He holds Master's Degree in Commerce and a Membership in Institute of Cost Accountants of India and 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 holds degree in Bachelor of Engineering and Master of Business Administration (USA)
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 both in public sector and Private Sector in various areas of Finance and General Management	He has been associated with the Company for more than three decades and has played a pivotal role in its growth and transformation. Over the years, he has acquired extensive expertise in finance, strategic planning, corporate governance, treasury management and business operations. He has been instrumental in strengthening the Company's financial position, implementing robust internal control systems and supporting key initiatives relating to capacity expansion, product diversification and market development. His leadership has contributed significantly to the Company's sustained growth, prudent capital allocation and long-term value creation for stakeholders
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).	As reported under Item No.5 of the Notice
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report annexed to the Annual Report	Information disclosed in the Corporate Governance Report annexed to the Directors Report	Information disclosed in the Corporate Governance Report annexed to the Directors 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.	As reported under Item No.5 the Notice

NOTICE (Contd.)

Name of the Director	Mr. N Rangachary	Mr.V. Sankaran	Mr. D Rajesh Kumar
Number of Board Meetings attended during the year	Information disclosed in the Corporate Governance Report annexed to the Directors Report	Information disclosed in the Corporate Governance Report annexed to the Directors Report	Information disclosed in the Corporate Governance Report annexed to the Directors Report
Directorships held in other companies/ Firm.	1. Unico Housing Finance Private Limited 2. Srirangai Trustee Services Private Limited	Smile Electronics Limited	Director in Alera India Private Limited, Kaycee Electricals India Limited, Sri Ram Arts Centre Private Limited, Salzer EV Infra Private Limited, Salzer Exports Limited, K R Health Care Private Limited, Kaycee Industries Limited, Madras Radiators and Pressings Limited, and Salzer Energy Solutions Private Limited. Nominee Director in Ultrafast Chargers Private Limited.
Memberships / Chairmanships of committees across all other companies	NIL	Member of CSR Committee and NRC Committee in Smile Electronics Limited	1. Member of Audit Committee and NRC Committee in Kaycee Industries Limited. 2. Member of Audit Committee and NRC Committee in Madras Radiators and Pressings Limited
Resignation from listed entities in the past three years if any	1. Orient Green Power Company Limited, 2. Kaycee Industries Ltd	NIL	NIL
Number of Board Meetings attended during the FY 2025-26	Five	Five	Five
Shareholding in the Company	NIL	NIL	2,62,420 shares -1.48%
Inter se relationship, if any	NIL	NIL	Son of Mr. R Doraiswamy, Managing Director and Brother of Mr.Vishnu Rangaswamy, Non Executive and Non Independent Director

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