

AGM NOTICE

Notice is hereby given that the 14th Annual General Meeting (AGM) of Pulz Electronics Limited will be held on Saturday, September 14, 2019 at registered office of the Company at 46 SATISH MUKHERJEE ROAD, KOLKATA, WEST BENGAL – 700026 INDIA at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon; and
- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Auditor's report thereon.

2. To declare final Dividend of Rs. 0.50/- (5%) per Equity Shares for the Financial Year 2018-2019.

SPECIAL BUSINESS:-

3. Increase in Authorized Share Capital

To Consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, (including statutory modifications or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of Pulz Electronics Limited (the Company), and other law, notifications and regulations as may be applicable, the Authorised Share Capital of the Company be and is hereby increased from, ` 5,00,00,000 (Rupees Five Crores) divided into 50,00,000 Equity Shares of face value of ` Rs. 10 each, to ` Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crores Ten Lakh) Equity Shares of face value of ` Rs. 10 each.

RESOLVED FURTHER THAT pursuant to section 13 and applicable provisions of the Act and other applicable law, consequent to the aforesaid alteration, the existing Clause V of the Memorandum of Association of the Company relating to Authorised Share Capital be and is hereby altered by substituting the following as new Clause V in its place;

“The Authorised Share Capital of the Company shall be Rs. 11,00,00,000/- (Rupees ELEVEN CRORE) divided into 1,10,00,000 (ONE CRORE TEN LAKH) Equity Shares of Rs. 10/- (Rupees TEN) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statement referred to as the “Board” which term shall be deemed to include any committee thereof), be and is hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient or incidental for giving effect to this Resolution and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions and determine further terms as may be necessary or desirable and to obtain any approvals which may be necessary or desirable, as they may think fit.”

4. Issue of Bonus Shares

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**.

“RESOLVED THAT in pursuance of Section 63 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 and on the recommendation of the Board, the approval of the members be and is hereby accorded to the Company to capitalize a sum of Rs. 2,72,60,000/- out of Rs. 8,73,00,338/- standing to the credit of Free Reserves and to apply this sum of Rs. 2,72,60,000/- for paying in full at par 27,26,000 equity shares of Rs. 10/- each in the capital of the company to be allotted and distributed as fully paid bonus shares to the holders of equity shares of Rs. 10/- each in the Company, whose names appear in the Register of Members of the Company on Record date, in the ratio of 1:1 i.e., 1 shares of Rs. 10/- for every one equity share held and that such new equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.

5. To Appoint Ms. Sneha Sandeep Velani (DIN: 08380641) as an Independent Director

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sneha Sandeep Velani (DIN: 08380641), who was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on 24th July, 2019 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the company and who has submitted the declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 24th July, 2019 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board

For Pulz Electronics Limited

sd/-

Anirvan Partha Ghose

Managing Director

Registered Office:-

46 Satish mukherjee Road

kolkata West Bengal – 700026

CIN: L32109WB2005PLC104357

E-mail: accounts@pulz.co.in

Website: www.pulz.biz

Place: Mumbai

Dated: July 24, 2019

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/herself 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 SS2 - 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 members 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 act 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 06, 2019 to September 14, 2019 (both days inclusive).
- 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 Registered 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.
- l) 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.
- m) 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.
- n) 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.
- o) The Notice of the AGM along with the Annual Report 2018-19 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.
- p) 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.

- q) 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 National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
- r) 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.

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 Saturday, September 07, 2019, 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 9.00 a.m. on Wednesday, September 11, 2019, and will end at 5.00 p.m. on Friday, September 13, 2019. 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, Practising 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:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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	Your User ID is
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i.e. Demat (NSDL or CDSL) or Physical	
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 IN30*** 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. Your password details are given below:

a) If you are already registered for e-Voting, then you can use 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 cs.nsgupta@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- i. The e-voting period commences on Wednesday September 11, 2019 (09.00 am) and end on Friday, September 13, 2019 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, September 07, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 September 07, 2019.

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 14th AGM of the Company on September 16, 2019 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.

EXPLANATORY STATEMENT

Item No. 3 & 4: Increase in Authorized Share Capital and Issue of Bonus Shares

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited at SME Platform. Considering, inter-alia the financial parameters, and the position of reserves of the Company, the Board at its meeting held on 24 July 2019, subject to consent of the members of the Company, recommended issue of bonus equity shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. 1 bonus fully paid-up equity share of ` Rs. 10 each for every one existing fully paid-up equity share of ` Rs. 10 each held), by capitalising a sum not exceeding ` 2,72,60,000 or appropriate sum as may be necessary, out of capital redemption reserve, securities premium account and/or retained earnings including general reserve and/or any other permitted reserves/surplus of the Company, as may be considered appropriate.

A record date for the purpose of Bonus Shares is being fixed and disclosed to the Stock Exchange. Bonus Shares will be allotted to those members whose names appear on the Company's Register of Members on the Record Date and; in respect of the shares held in dematerialised mode, to members whose names and details are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

The Current Authorized Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crore) consisting of 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and the paid up share capital of the Company is Rs. 2,72,60,000/- (Rupees Two Crore Seventy Two lakh and Sixty Thousand) consisting of 27,26,000 (Twenty Seven Lakh & Twenty Six Thousand) Equity Shares of Rs 10./- (Rupees Ten) each. The Company proposes to increase its authorized share capital to Rs. 11,00,00,000 /- (Rupees Eleven Crore) to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

Members may kindly note that the Bonus Shares proposed to be issued, subject to approval of Members will not be eligible for dividend in respect of financial year ending 31 March 2019, since the dividend is being proposed at the Annual General Meeting on the existing Equity shares of the Company, and the Record date for the purpose of issue of Bonus shares needs to be kept post AGM, as per statutory requirement.

Directors, Key Managerial Personnel of the Company and their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares and/or stock options in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Item No. 5

The Board of Directors appointed Ms. Sneh Sandeep Velani (DIN: 08380641) as an Independent Director of the Company with effect from 24th July, 2019 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Ms. Sneh Sandeep Velani as an Independent Director of the company who has given a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a declaration under Section 164(2) of the Companies Act, 2013 read with the rules made there under, confirming she is not disqualified to be reappointed as a Director of the Company.

In the opinion of the Board, Ms. Sneh Sandeep Velani fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Details of Ms. Sneh Sandeep Velani, are provided in the "Annexure-A" to the Notice.

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. 5 in the Notice for approval by the members.

Annexure A

Details of Directors seeking re-appointment/appointment at 14th 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.

Name of the Director	Sneh Sandeep Velani
Date of Birth Age	August 21, 1992 26
Date of Appointment	24 th July, 2019
Relationship with the Directors and Key Managerial Personnel	NA
Expertise in specific Functional Area	Merchant Banking and NBFC Compliance
Qualification	Company Secretary from Institute of Company Secretaries of India
Board Membership of other listed Companies as on 31st March, 2019	Jet Freight Logistics Ltd.
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2019	Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee & CSR Committee
Number of shares held in Company as on 31st March, 2019	NA