



To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051

Date: 11th January, 2023

Symbol: PULZ

Sub: Notice of Postal Ballot

Dear Sir/ Madam,

The Board of Directors of the Company, in their meeting held on Friday, 23rd December, 2022 have recommended the consent and approval of the Members of the Company for the special business as mentioned in following notice, by way of postal ballot (E-Voting).

Kindly take the same on your record and acknowledge the receipt.

Thanking You,
Yours Faithfully,

For Pulz Electronics Limited

Anirvan Ghose
Managing Director




Pulz Electronics Ltd.

Corporate Office:
Kailashpati, 2nd Floor, Plot 10A, Veera Desai Road,
Andheri (W), Mumbai – 400 053, India.
T: +91 22 2673 2593
mumbai@pulz.co.in

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

 sound matters



POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of Pulz Electronics Limited,

NOTICE is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory amendments(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting the process of postal ballot through remote e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 including any other circular issued in this regard (“**Relevant Circulars**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronics means only:

1. Issue of fully-paid Bonus Equity Shares to the Shareholders of the Company.
2. Migration from Emerge Platform of National Stock Exchange of India Limited (NSE) to Main Board of NSE.
3. Approve the Listing of Equity Shares of the Company on the Main Board of BSE Limited (i.e. Bombay Stock Exchange)
4. Approve the Shifting of the Registered Office of the Company from one state to another.

In Compliance with the MCA Circulars the Postal Ballot Notice is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories as on January 06, 2023 (“**Cut-off date**”). Members may note that the Notice of Postal Ballot is uploaded on the Company’s website www.pulz.biz and may be accessed by the members and will also be available on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. The physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Member have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has obtained the services of National Securities Depository Limited (“**NSDL**”).

The Company has appointed M/s NS Gupta & Associates, Company Secretaries for conducting the Postal Ballot in a fair transparent manner.

The E-voting period commences from **10:00 AM (IST) on January 12, 2023 till 05:00 PM (IST) on February 10, 2023** as per instructions provided in the Notes. You are requested to peruse the proposed

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sound matters

Resolutions along with their Explanatory Statement and read the instructions and notes carefully and thereafter cast your vote through the E-voting system not later than 05:00 PM (IST) on February 10, 2023. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairman of the Company. The result of the Postal Ballot shall be announced on or before Saturday, February 11, 2023 at the Corporate office of the Company and shall also be displayed on the Company's website www.pulz.biz besides communicating to the stock exchange on which the shares of the Company are listed.

PROPOSED RESOLUTIONS:

ITEM NO. 01: ISSUE OF FULLY-PAID BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY

"Resolved that pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 the approval of the members be and is hereby accorded to the Company to issue Bonus Shares to the shareholders out of Free reserves and in the interest of all concerned, such issue to be made on the following terms and conditions: -

- The issue of shares will be made in the proportion of 1 (ONE) new share for every one equity share i.e., 1:1 held on record date.
- The 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.
- Share Certificates shall be issued to those to whom the new shares are allotted within the time prescribed in the Companies Act, 2013.

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".

ITEM NO. 02: MIGRATION FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE.

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company's present listing from NSE Emerge (SME Platform of NSE) to the Main Board of National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or Semi- government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from NSE Emerge (SME Platform of NSE) to the Main Board of National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized jointly and severally do all such acts, deeds and things as may be necessary to give effect to the above resolution."

ITEM NO. 03: APPROVE THE LISTING OF EQUITY SHARES OF THE COMPANY ON THE MAIN BOARD OF BSE LIMITED (I.E. BOMBAY STOCK EXCHANGE)

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members be and are hereby accorded, that after the migration of the Company, currently listed from NSE Emerge (SME platform of NSE) to the Main board of National Stock Exchange of India Limited, in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations, as amended from time to time the Company shall apply for listing of its Equity Shares on the Main Board of BSE Limited (i.e. Bombay Stock Exchange)”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or Semi- government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of Listing of the Equity Shares of the Company to Main Board of BSE Limited.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized jointly and severally do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

ITEM NO. 04: APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER.

“RESOLVED THAT pursuant to the provisions of section 13 read with section 12 and other applicable provisions, if any, of the Companies Act, 2013, subject to the confirmation of Regional Director, or any other Government Authority, consent of members of the company is hereby accorded to shift the registered office of the Company from the State of West Bengal to Maharashtra.

RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the company be substituted as follows:

“The Registered Office of the Company will be situated in the State of Maharashtra, Mumbai”.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized jointly and severally do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**By order of the Board of Directors
For Pulz Electronics Limited**




Anirvan Ghose
Managing Director
DIN: 00188496

**Date: December 23, 2022
Place: Mumbai**

Notes:

1. The statement pursuant to Sections 102 and 110 of the Companies Act 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting Rights is Friday, January 06, 2023 (“**Cut-Off Date**”). A person who is not a Member as on the Cut-off Date should treat this notice for information purpose only.
3. The Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories / Depository Participants and whose names appear in the Register of Members / list of Beneficial owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (“**MCA Circulars**”).
4. A copy of this Postal Ballot Notice is also available on the Company’s website www.pulz.biz, website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of NSDL (agency for providing the Remote e-voting facility) through <https://www.evoting.nsdl.com/>.
5. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e., Friday, January 06, 2023, only shall be entitled to avail the facility of e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.
6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, January 06, 2023.
7. The e-voting period begins on Thursday, January 12, 2023 and ends on Friday, February 10, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, January 06, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
8. In accordance with the provisions of the MCA Circulars, Communication of the assent / dissent by shareholders on resolutions proposed in the Notice would take place only through remote e-voting. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
9. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the

ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. The instructions for e-voting forms part of this Notice. Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided in notice.

10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited.
11. The Board of Directors has appointed M/s NS Gupta & Associates, Company Secretary as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed for the said purpose. The Scrutinizer will submit its report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman within two working days from the date of ending of e-voting and will also be displayed on the website of the Company i.e., www.pulz.biz, besides being communicated to the Stock Exchange i.e., National Stock Exchange of India Limited and Depositories i.e., NSDL.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, February 10, 2023 i.e., the last date of e-voting.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed at a General Meeting of the Members, if required.
14. A member cannot exercise his vote by proxy on postal Ballot.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, January 12, 2023 at 10:00 A.M. and ends on Friday, February 10, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. January 06, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being January 06, 2023.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to

	<p>register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 use your existing my easi username & password. . 2. After successful login the Easi / Easiest user will be able

	<p>to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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 e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle is in active status.
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 cs.nsgupta@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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 (csco@pulz.co.in).
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 (csco@pulz.co.in). 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.co.in 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.



Pulz Electronics Ltd.

Corporate Office:
Kailashpati, 2nd Floor, Plot 10A, Veera Desai Road,
Andheri (W), Mumbai - 400 053, India.

T: +91 22 2673 2593
mumbai@pulz.co.in

Registered Office:
46, Satish Mukherjee Road,
Kolkata 700 026, India.

T: +91 33 2419 6738
kolkata@pulz.co.in

EXPLANATORY STATEMENT
(Pursuant to Sections 102 and 110 of the Companies Act, 2013)

Item No. 1: Issue of Fully-paid bonus shares to the shareholders of the Company.

As you all are aware that the Company's shares have been listed on EMERGE platform of National Stock Exchange. Over the years, the Company has performed significantly well both in terms of profit and business. With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Friday, December 23, 2022 have proposed to issue bonus shares at the ratio of 1:1 [i.e. 1 (One) fully paid up equity shares for every 1 (One) equity shares held].

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 2: Migration From Emerge Platform of National Stock Exchange of India Limited (NSE) To Main Board of NSE.

The members are aware that the Company is listed on SME Platform of the National Stock Exchange of India Limited (NSE Emerge). The Listing helped the Company in many aspects like enhanced branding, better transparency and accountability. Listing on the Main Board of National Stock Exchange of India Limited will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increased. Also Listing on the Main Board of NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

As per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 proposed resolution shall be acted upon if the votes casted by shareholders other than promoter in favour of the proposal amount to at least 2 times the number of votes cast by the shareholders other than promoter against the proposal.

The consent of the shareholders is sought for the purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Limited (NSE Emerge) to Main Board of National Stock Exchange of India Limited (NSE) as set out in aforesaid as special resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives has any interest in resolution set forth in Item No. 2 of this Notice except to the extent of equity shares held by them in the Company.

In light of above Board of Directors of the Company recommended passing resolution set out in item no. 2 of the Notice.

Item No. 03: Approve the Listing of Equity Shares of the Company on the Main Board of BSE Limited (i.e. Bombay Stock Exchange)

As per the above resolution, the members are aware that the Company is proposing to migrate from SME platform of National Stock Exchange of India Limited (NSE Emerge) to the Main Board of National stock Exchange of India Limited. At similar time Company is making an application for seeking listing to Main Board of BSE Limited (i.e. Bombay Stock Exchange). The Company is well poised to migrate to the Main Board of NSE and Direct listing on Main Board of BSE.

The consent of the shareholders is sought for the purpose of the Company's direct listing on BSE Limited (i.e. Bombay Stock Exchange) as set out in aforesaid as special resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives has any interest in resolution set forth in Item No. 3 of this Notice except to the extent of equity shares held by them in the Company.

In light of above Board of Directors of the Company recommended passing resolution set out in item no. 3 of the Notice.

Item No. 04: Approve the Shifting of the Registered Office of the Company from one State to another.

For administrative and operational convenience, it is proposed to shift the registered office of the company to GUT No. 359, Plot No.5, Novel Estate, Near Sahashraphana Ind. Complex, Village Nandore, Taluka & District: Palghar – 401404 Maharashtra from 46 Satish Mukherjee Road, Kolkata – 700026, West Bengal to the aforesaid address and the Board has approved the aforesaid proposal at its meeting held on 23rd December, 2022.

Further, as per the provisions of section 12 and section 13 of the Companies Act, 2013 a special resolution is required to be passed if the registered office of a company is shifted outside the local limits of any city, town or village where such office is situated at the time of commencement of the Act and consequent alteration of Memorandum of Association of a company.

Consequent to the proposed change, Clause II of the Memorandum of Association of the Company is proposed to be substituted as given below:

Clause II: The Registered Office of the Company will be situated in the State of Maharashtra, Mumbai.

Further, confirmation of the Regional Director is also required if the Registered office of the Company is changed from the jurisdiction of one registrar to that of another Registrar.

As required under the provisions of the Act, approval of the members is sought for shifting the registered office of the company from Kolkata, West Bengal to Palghar, Maharashtra and for alteration of Memorandum of Association of the Company.

The Board therefore recommends the Special Resolution set forth in Item No 4 of the Notice for approval of the members.





None of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives has any interest in resolution set forth in Item No. 4 of this Notice except to the extent of equity shares held by them in the Company.

For Pulz Electronics Limited



Anirvan Ghose
Managing Director
DIN: 00188496

Date: December 23, 2022
Place: Mumbai

Pulz Electronics Ltd.

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sound matters