

Notice of 95th Annual General Meeting

Notice is hereby given that the 95th Annual General Meeting of the members of **Salem Erode Investments Limited** ("hereinafter referred to as "the Company") will be held on Wednesday, September 30, 2026 at 10.30 a.m. IST (hereinafter referred to as "the AGM") through Video Conferencing (hereinafter referred to as "VC")/Other Audio Visual Means (hereinafter referred to as "OAVM") to transact the following businesses:

Ordinary Businesses:

1. **Adoption of audited financial statements of the Company for the financial year ended March 31, 2026.**

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2026 including Balance Sheet as at March 31, 2026, Statement of Profit and Loss as at March 31, 2026 and Statement of Cash Flows for the year ended as on that date, together with other statements and notes forming part of financial statements and the reports of Auditors and Directors thereon, as circulated to the members and laid before the meeting, be and are hereby received, considered, approved and adopted."

2. **Appointment of a Director in place of Ms. Umadevi Anilkumar (DIN: 06434467), who retires by rotation and being eligible, offers herself for re-appointment**

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

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Ms. Umadevi Anilkumar (DIN: 06434467), who retires by rotation at the 95th Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

3. **Re-appointment of Mr. A.A. Balan (DIN: 01996253) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable directions issued by the Reserve Bank of India, pursuant to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. A. A. Balan (DIN: 01996253), who has submitted a declaration that he continues meets the criteria for independence under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI Listing Regulations, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Mr. A.A. Balan, candidature for the office of Director, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a **second term** of 5 (five) consecutive years from September 29, 2026 to September 28, 2031, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, BSE Limited, Reserve Bank of India and other concerned authorities and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

By order of Board of Directors,
For Salem Erode Investments Limited

K. G. Anilkumar
Managing Director
DIN: 00766739

Place: Irinjalakuda,
Date: September 02, 2026

Notes & Instructions

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (hereinafter also referred to as "the Act") read with rules setting out material facts pertaining to the proposed resolutions under item no. 3 and reasons thereof is annexed for your consideration and requisite action.
2. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Director seeking appointment/re-appointment at this AGM is provided in annexure to notice.
3. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circular") and applicable SEBI regulations, Companies are allowed to hold AGM through VC, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circular and applicable SEBI regulations, the AGM of the Company is being held through VC.
4. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, regulation 44 of the Listing Regulations, the Secretarial Standard - 2 on General Meetings issued by ICSI, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged CDSL as the authorised agency for facilitating voting through electronic means and to provide VC/OAVM facility for the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Notice of AGM including instructions for e-voting and Annual Report of the Company are being sent through electronic mode to all the members, whose names appear in the Register of members/List of Beneficial Owners as of the close of business hours on Friday, August 28, 2026, and who have registered their e-mail address in respect of electronic holdings with the depository through the concerned Depository Participants, and in respect of physical holding with the Company's Registrar & Share Transfer Agent i.e. Niche Technologies Private Limited (hereinafter referred to as "RTA"). The Notice and Annual Report have been uploaded to the Company's website at www.salemerode.com and are also available on the CDSL website at www.evotingindia.com and website of stock exchange www.bseindia.com. Members who wish to receive the physical copy of the Annual Report may send a request to cs@salemerode.com.
6. Members whose name appears on the Register of Members/ List of Beneficial owners as on the cut-off (record) date i.e., Wednesday, the 23rd day of September, 2026 will be considered for the purpose of remote e-voting and voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on that date. A person who is not a member as on the record date should treat this Notice for information purposes only. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday 24th day of September, 2026 to Wednesday, 30th September, 2026. book closure will be considered only after reopening of the Register of Members.
7. The Board of Directors has appointed Niche Technologies Private Limited, having office at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata, West Bengal - 700017 as the RTA of the Company for the Share Registry Work (Physical and Electronic).
8. The Board of Directors of the Company has appointed Mr. K. G. Anilkumar, Managing Director (DIN: 00766739) of the Company, as the person responsible for the entire process of AGM and e-voting.
9. The Board of Directors of the Company has appointed Mr. Yacob P. O., Practising Company Secretary (Membership No. ACS 50329; CP 18503), as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
10. The Company has issued paper notice on Wednesday, the 02nd day of September, 2026 in The New Indian Express (English Newspaper) and Dinamani (Tamil Newspaper) requesting all the members to register their permanent e-mail address. It is clarified that members are required to register their e-mail address, in respect of electronic holdings with the Depositories/ Depository Participant and in respect of physical holding with the RTA.
11. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, issued by MCA, the matters of Special Business as appearing in this AGM Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
12. Member's log-in to the VC platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under section 103 of the Act.
13. Pursuant to Section 105 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 MCA circular through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of MCA Circular, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form and attendance slip are not annexed to this notice.
14. In accordance with the Secretarial Standard on General

Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.

15. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to csevoting@gmail.com with a copy marked to cs@salemerode.com.
16. The voting period shall commence on **Sunday, the 27th day of September, 2026 at 10.00 a.m. IST** and ends on **Tuesday, the 29th day of September, 2026 at 05.00 p.m. IST**. The remote e-voting facility shall be disabled by the CDSL for e-voting thereafter.
17. The Scrutiniser shall, after the conclusion of electronic voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour of or against, if any, not later than two working days after the conclusion of the AGM to the Chairman. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The Scrutinizer will submit a consolidated Scrutinizer's Report to the Chairman/ any other person authorised by the Chairman after the completion of scrutiny on remote e-voting and will also be displayed on the website of the Company www.salemerode.com and on the website of CDSL www.evotingindia.com.
18. The resolutions shall be deemed to be passed on the date of the meeting, i.e. 30th day of September, 2026, subject to receipt of the requisite number of votes in favour of the resolutions.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@salemerode.com. The same will be replied by the Company suitably.
20. Members are requested to note that, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying equity shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund established by the Central Government. The unclaimed dividend amount and underlying equity shares has already been transferred to Investor Education and Protection Fund. The Member(s) whose dividend/shares as transferred to the IEPF Authority can claim their dividend/shares from the IEPF Authority by following the refund procedures as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>.
21. Members may please note that there is a facility for nomination, in the prescribed form, available at request, from the Company or Registrar and Transfer Agent of the Company to any person to whom shares in the Company held by such Member, shall vest in the event of his/her death. Members holding shares in dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
22. Members holding shares in physical form are requested to note that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Members holding shares in physical form are required to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical form.
23. In case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
24. Members should notify the changes in their address immediately to the RTA of the Company/Depository Participants as the case may be. Members who are holding shares in dematerialised form are requested to keep their bank account details including IFSC and/or MICR updated with their respective Depository Participants and those members who are holding shares in physical form, by sending a request to the RTA by quoting their folio no, PAN along with cancelled cheque or other acceptable bank account proof.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc. to their Depository Participants, in case the shares are held by them in electronic form and to the RTA in case the shares are held by them in physical form. The

process for registration of e-mail address is mentioned below:

Physical Holding	Send an e-mail to the Company at cs@salemerode.com along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the 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) for registering mobile number and e-mail address. or Visit web portal www.nichetechpl.com of RTA of the Company.
Demat Holding	Please contact your Depository Participant and register your email address in your demat account, as per the process advised.

26. The facility for voting through electronic voting system will also available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right during the meeting.
27. The Instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:
 - a) The remote e-voting period begins on **Sunday, the 27th day of September, 2026 at 10.00 a.m. IST** and ends on **Tuesday, the 29th day of September, 2026 at 05.00 p.m. IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e., **Wednesday, the 23rd day of September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) The voting rights of the members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company, as on the cut-off date i.e., Wednesday, the 23rd day of September, 2026. Voting rights in the e-voting cannot be exercised by a proxy, though Corporate and Institutional Members shall be entitled to vote through authorized representatives with proof of their authorization. The voting right of the equity share is one vote per equity share, registered in the name of the member.
 - c) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting. Further, once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - d) Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors,

Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis

- e) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode is given below:

CDSL e-Voting System – For e-voting and Joining Virtual meetings. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, the 27th day of September, 2026 at 10.00 a.m. IST and ends on Tuesday, the 29th day of September, 2026 at 05.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting

system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 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 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 & My Easi New (Token) 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Salem Erod Investments Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address: csevoting@gmail.com and to the Company at the email address viz: cs@salemerode.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
 2. For Demat shareholders, please update your email id & mobile no. with your respective **Depository Participant (DP)**
 3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:- Re-appointment of Mr. A. A. Balan (DIN: 01996253) as an Independent Director of the Company.

Mr. A. A. Balan (DIN: 01996253) was appointed as an Independent Director of the Company at the 91st Annual General Meeting held on September 24, 2022, for a term of five consecutive years commencing from September 29, 2021 and ending on September 28, 2026. He currently serves as an Independent Director on the Board and is also the Member of the Share Issue Committee of the Company.

Being eligible for re-appointment, the Nomination and Remuneration Committee, after duly evaluating his performance, skills, experience and continued compliance with the criteria of independence, recommended his re-appointment. The Committee also evaluated his compliance with the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India under the Master Direction – Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and, upon being satisfied with the same, recommended his re-appointment.

Accordingly, the Board of Directors, at its meeting held on September 01, 2026, approved and recommended the re-appointment of Mr. A. A. Balan as an Independent Director of the Company for the second term of five consecutive years commencing from September 29, 2026 and ending on September 28, 2031. His office shall not be liable to retire by rotation.

In the opinion of the Board, Mr. A. A. Balan continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, fulfills the eligibility requirements for re-appointment as an Independent Director. Particulars of the proposed appointee is annexed to the notice. In compliance with the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, the re-appointment of an Independent Director requires the approval of shareholders by passing a Special Resolution.

The Board of Directors is considered that Mr. A. A. Balan's professional background, administrative capabilities, and leadership experience will continue to bring valuable insights to the Board and contribute meaningfully to the Company's governance framework. His re-

appointment as an Independent Director is expected to significantly benefit the Company and its stakeholders.

Further, the Board has reviewed and verified the statutory disclosures and declarations submitted by Mr. A. A. Balan and is satisfied with his integrity, qualifications, expertise, and experience for the continued appointment as an Independent Director, as required under the applicable provisions of the Companies Act, 2013. Mr. A. A. Balan has registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA) in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. He has further confirmed that he falls under exemption category from passing the online proficiency self-assessment test.

Accordingly, the Board of Directors recommends the re-appointment of Mr. A. A. Balan as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five consecutive years, by way of Special Resolution under Item No. 3 of this Notice.

The Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for re-appointment as an Independent Director, not liable to retire by rotation. Further, in compliance with the requirements of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has also received (i) his consent to act as a Director in Form DIR-2, and (ii) a declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director pursuant to the provisions of Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The relevant documents referred to in the resolution, including the consent to act as Director and declarations submitted by Mr. A. A. Balan pursuant to the applicable provisions of the Companies Act, 2013, are available for inspection by the members free of cost. Such documents may be inspected in physical or electronic form during business hours (i.e., from 9:30 a.m. to 5:30 p.m.) at the Corporate Office of the Company on all working days up to and including the date of the Annual General Meeting. Members may also request access to these documents by sending an email to cs@salemerode.com.

A brief profile of Mr. A. A. Balan, outlining his educational qualifications, professional background, core competencies, and areas of expertise, as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 is annexed as "Annexure to Notice" for the information of the members.

Except Mr. A. A. Balan, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Annexure to Notice

Additional information on Directors, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is provided below.

1. Umadevi Anilkumar

Sl. No.	Particulars	Response
01.	Name	Ms. Umadevi Anilkumar
02.	Director Identification Number (DIN)	06434467
03.	Terms & conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Terms & conditions of appointment has already been approved by the members vide postal ballot through e-voting process on 07 th day of August, 2020. Being present re-appointment is on retirement by rotation basis, there is no change in the terms and conditions of appointment.
04.	Nationality	Indian
05.	Date of birth and Age	Date of Birth: April 06, 1972 54 Years
06.	Business Address	ICL Fincorp Limited Main Road, Irinjalakuda, Thrissur, Kerala – 680121
07.	Residential Address	Errekhet House, Sugrtham, Santhi Nagar, Irinjalakuda North P. O., Thrissur, Kerala, India - 680125,
08.	Educational/professional qualifications	B.Com; MBA
09.	Nature of expertise/ experience in specific functional areas	Ms. Umadevi Anilkumar has over 12 years of experience in the financial services sector.
10.	Details of remuneration for the financial year 2025-26	For the financial year 2025–26, Ms. Umadevi Anilkumar received ₹ 22,500 (Rupees Twenty-two thousand five hundred Only) as sitting fees for attending Board meetings during the period.
11.	Designation and date of first appointment on Board	Designation: Additional Director Date of first appointment on Board: February 17, 2020
12.	Disclosure of inter-se relationships between other Directors, Managers or Key Managerial Personnel of the Company	Ms.Umadevi Anilkumar is the spouse of Mr. K. G. Anilkumar, Managing Director of the Salem Erode Investments Limited.
13.	Number of Board Meetings attended during the financial year 2025-26	Ms.Umadevi Anilkumar attended 10 Board meetings during the FY 2025-26.
14.	Directorships held in other Companies.	ICL Fincorp Limited (Wholetime Director & CEO) ICL Tours and Travels Private Limited (Director) Snow View Tex Collections Private Limited (Director) ICL Medilab Private Limited (Director) Laneseda Vanijya Private Limited (Director) ICL Academy Private Limited (Director) ICL IT Innovations Private Limited (Director) KGA Medicity Private Limited (Director) ICL Aviation Private Limited (Director)
15.	Memberships/Chairmanships of Committees of the Board of other Companies.	ICL Fincorp Limited IT Strategy Committee (ITSC) - Member CSR Committee (CSR) - Member Finance and Management Committee (FMC) - Member Specific Internal Committee for Managing the Gold Loan Schemes – Member
16.	Shareholding in the Company	Nil

Sl. No.	Particulars	Response
17.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board [along with listed entities from which the person has resigned in the past three years]	Nil
18.	Brief Resume	Ms. Umadevi Anilkumar is a distinguished woman entrepreneur recognised for her determination, vision and commitment to excellence. She regards entrepreneurship as a powerful avenue through which she has overcome conventional barriers and established a meaningful presence in the corporate world. She holds a Bachelor's degree in Commerce and a Master's degree in Business Management (MBA). Her strategic vision, active involvement and valuable contributions have played a significant role in the growth and success of the Company. Known for her strong work ethic and continuous pursuit of excellence, Ms. Umadevi Anilkumar has consistently evolved both professionally and personally. Her active participation in the Company's operations and her sustained involvement in its growth since its inception reflect her dedication and commitment. Her journey from being a homemaker to becoming a successful and accomplished woman entrepreneur is a testament to her perseverance, adaptability and determination. Over the years, she has made conscious efforts to strengthen her professional capabilities, embrace new challenges and devote her time and expertise towards the continued growth and advancement of the Company.

2. A.A Balan

Sl. No.	Particulars	Response
01.	Name	Mr. A. A Balan
02.	Director Identification Number (DIN)	01996253
03.	Terms & conditions of appointment	Please refer to the Special Resolution set out under Item No. 3 of this Notice, along with the accompanying explanatory statement for further details.
04.	Nationality	Indian
05.	Date of Birth Age	June 28, 1939 87 Years
06.	Business address	Ambadath, Avittathur, Near SNDP, Kaduppassery, Thrissur, Kerala – 680683,
07.	Residential address	Ambadath, Avittathur, Near SNDP, Kaduppassery, Thrissur, Kerala – 680683,
08.	Educational/professional qualifications	Civil Engineer
09.	Nature of expertise/ experience in specific functional areas	Mr. A. A. Balan has six decades of operational and management experience in construction field, financial services and has played a key role in managing the operations of the Company.
10.	Details of remuneration for the financial year 2025-26	For the financial year 2025–26, Mr. A. A. Balan received ₹ 32,500 (Rupees thirty-two thousand five hundred Only) as sitting fees for attending Board meetings during the period.
11.	Details of remuneration sought to be paid	Remuneration will be paid, subject to the recommendations of the Nomination and Remuneration Committee and Remuneration Policy of the Company
12.	Designation and date of first appointment on Board	Designation: Director (Independent & Non – Executive) Date of first appointment: September 29, 2021
13.	Disclosure of inter-se relationships between other Directors, Managers or Key Managerial Personnel of the Company.	Nil
14.	Number of Board Meetings attended during the financial year 2025-26.	Mr. A. Balan attended 14 Board meetings during the FY 2025-26.

Sl. No.	Particulars	Response
15.	Directorships held in other Companies.	ICL Fincorp Limited (Independent Director)
16.	Memberships/ Chairmanships of Committees of the Board	ICL Fincorp Limited 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member)
17.	Shareholding in the Company	Nil
18.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board [along with listed entities from which the person has resigned in the past three years]	Nil
19.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned point no. 21 below
20.	Justification for appointment of Independent Director	The Board of Directors is of the considered opinion that the professional expertise, administrative acumen, and extensive leadership experience of Mr. A. A. Balan will add significant value to the Board's deliberations and strengthen the Company's corporate governance framework. His appointment as an Independent Director is expected to contribute meaningfully to the long-term interests of the Company and its stakeholders. The Board has also reviewed the statutory declarations and disclosures submitted by Mr. A. A. Balan and is satisfied that he possesses the requisite integrity, qualifications, expertise, and experience to discharge the duties of an Independent Director. The Board further confirms that he meets the applicable eligibility and independence criteria prescribed under the Companies Act, 2013, and the rules made thereunder.
21.	Performance Evaluation	Mr. Ambadath Aiyappan Balan has awarded with 100% attendance at Board Meetings and actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. Mr. A.A. Balan has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Act. The performance evaluation criteria for accessing the appointment or regularization of Directors, inter-alia, includes factors like participation at Board/Committee meetings, managing relationship with fellow Board Members, knowledge and skill, personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management etc., corporate governance implementation, knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Directors etc.
22.	Brief Resume	Mr. A. A. Balan completed his Civil Engineering course from the Madras Government Technical Education Board in the year 1957 with specialization in Surveying and Levelling, Building Materials and Construction. He is a Partner of Balan Construction Company and possesses over six decades of rich experience in the construction industry. In recognition of his distinguished contribution to the building industry, he was conferred with the Vikas Ratna Award by the International Friendship Society of India.

By order of Board of Directors,
For Salem Erode Investments Limited

K. G. Anilkumar
Managing Director
DIN: 00766739

Place: Irinjalakuda,
Date: September 02, 2026