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LLPIN-AAJ-0972

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to regulation 3.b. of SEBI Circular No CIR / CFD / CMD1 /27 / 2019 dated
8th February 2019 under SEBI (Listing Obligations & Disclosure Requirements)
Regulations, 2015]

To,
The Board of Directors,
SALORA INTERNATIONAL LIMITED
Regd. Office: D- 13/4, Okhla Industrial Area,
Phase II, New Delhi- 110020

We M/s Navneet K Arora & Co LLP have examined:

- all the documents and records made available to us and explanation provided by **SALORA INTERNATIONAL LIMITED** ("the listed entity"),
- the filings / submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document / filing as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2019** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

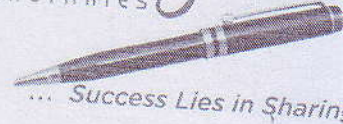
The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined to the extent applicable during the period under review include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

For Salora International Ltd.

Ulky
Company Secretary





- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (There were no events / instance during the Period under review which attract the applicability of the Regulation)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Registrars to an issue and Shares Transfer Agents) Regulations, 1993;
- f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

The Board in its Meeting held on 09th March, 2019 decided for Voluntary Delisting of Equity Share from the National Stock Exchange of India Limited (NSE) without giving exist opportunity to the shareholders as per Regulation 6 and 7 of Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009. NSE vide its Reference No.- NSE / LIST / 78155 dated 03rd April, 2019 passed the order for withdrawn (delisted) of security of the Company w.e.f 25th April, 2019 subject to the following conditions-

- a. The company will redress the investors' grievances (if any) for a minimum period of one year from the date of delisting.
- b. The company will disclose the fact of delisting in the first annual report prepared after the delisting.

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

Navneet K Arora & Co LLP Company Secretaries - LLPIN: AJ-0972

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Annual Secretarial Compliance Certificate - Salora International Limited (L74899DL1968PLC004962)

For Salora International Ltd.

[Signature]
Company Secretary





- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the *Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For Navneet K Arora & Co LLP
Company Secretaries

CS Navneet Arora
Managing Partner

FCS: 3214, COP: 3005

Place: New Delhi

Date: 23rd May, 2019



Navneet K Arora & Co LLP Company Secretaries - LLPIN: AJ-0972

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Page 3

For Salora International Ltd.

Arora
Company Secretary