



R. 24A COMPLIANCE AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SALORA INTERNATIONAL LIMITED
(CIN: L74899DL1968PLC004962)
D-13/4 OKHLA INDUSTRIAL AREA,
PHASE-II, NEW DELHI, 110020

I have conducted the Compliance audit of the applicable Listing provisions on **SALORA INTERNATIONAL LIMITED** (hereinafter called the company). Compliance Audit was conducted in a manner that provided us a reasonable basis for evaluating the Listing compliances and expressing my opinion thereon.

Based on our verification of **SALORA INTERNATIONAL LIMITED**, where we have examined:

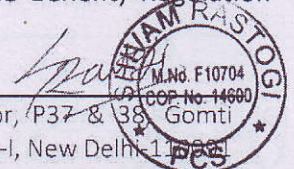
- (a) all the documents and records made available to us and explanation provided by **SALORA INTERNATIONAL LIMITED (CIN: L74899DL1968PLC004962)**
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this clarification,

for the year ended 31/03/2021, in respect of compliance with the provisions of:

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

The specific provisions, whose Regulations and the circulars/guidelines issued thereunder, have been examined, and include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Shares Based Employee Benefit) Regulation 2014;





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
 (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;

and based on the above examination, I/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: -

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observation / Remarks of the Practicing Company Secretary
1	As per Regulation 6 of SEBI LODR, all listed entity shall appoint a qualified Company Secretary as Compliance Officer and should intimate the Stock about the same. There should not be a gap of more than 6 months from the resignation of Compliance Officer and appointment of the New Company Secretary.	<i>There was a gap of more than 6 months from the date of resignation and appointment of new Compliance Officer.</i>	Management assured to keep appointed Compliance Officer on Regular Basis in future.
2	As per Regulation 30 of SEBI LODR, Outcome of every board meeting shall be filed within 30 minutes of the closure of the meeting.	<i>Outcome of the Board Meeting dated 03.04.2021 should have been filed within 30 minutes from the closure of the meeting on the same date of the meeting. We didn't receive any supporting document or acknowledgement for the same.</i>	Management assured to file future disclosures on time.
3	As per Regulation 33 (3) (a) of SEBI LODR, Unaudited Financial result of every quarter should be filed to stock exchange within 45	<i>Due date for the filing of Financial Result for the first quarter of the financial year 2020-21 ending on June 2021,</i>	Management assured to file future disclosures on time.



	days from the end of the quarter.	was 14.08.2021 But it was filed on 20.08.2020.	
4	As per Regulation 23(9) of SEBI LODR, Company shall file its all related party transaction on consolidated basis within 30 days from the date of publication of its half yearly Financial results.	Due date for filing details of all related party transaction was 07.12.2020, But it was filed on 19.01.2021.	Management assured to file future disclosures on time.
5	As per Regulation 34 of SEBI LODR, Company should send a copy of its Annual Report sent to shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders.	Due date for submitting Annual Report along with the Notice of AGM was 09.09.2020, But it was submitted on 10.09.2020.	Management assured to file future disclosures on time.
6	As per Regulation 30(6) of SEBI LODR, Company shall intimate to the stock exchange of all the material information that will have a bearing on the performance / operations of the company as well as price sensitive information within 24 hours from the occurrence of event or information.	Intimation of appointment of Company secretary was due on 09.07.2020, but We didn't receive any supporting document or acknowledgement for the same.	Management assured to file future disclosures on time.
7	As per Regulation 22 of SEBI LODR, Company shall formulate a vigil mechanism for directors and employees to report genuine concern.	We didn't receive any supporting document in respect of Vigil Mechanism.	Management assured to file future disclosures on time.
8	As per Regulation 19 of SEBI LODR, Company shall constitute Nomination & Remuneration Committee which shall comprise of at least 3 directors and all shall be Non- Executive Directors.	All directors in the committee are not Non Executive Directors.	Management assured to take immediate action on this and to re-constitute committee on priority basis.





- (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 my/ our examinations of those words.
- (c) the following are the details of actions taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by the Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

As represented by the management, following actions had been taken.

S. No.	Actions 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.
1	BSE	Violation Under Reg 17(1) of SEBI LODR for quarter ending on September 2019- Constitution of Board was not maintained.	Fine of Rs. 4,60,000/- was imposed by BSE.	As on date, Company complied with the Regulation 17(1).
2	BSE	Violation Under Reg 17(1) of SEBI LODR for quarter ending on December 2019- Constitution of Board was not maintained.	Fine of Rs. 30,000/- was imposed by BSE.	As on date, Company complied with the Regulation 17(1).
3	BSE	Violation Under Reg. 23(9) of SEBI LODR for Half Yearly period ending on September 2020- Late Submission	Fine of Rs. 2,15,000/- was imposed by BSE.	Management assured to file future disclosures on time.
4	BSE	Violation Under Reg 27(2) of SEBI LODR for Quarter ending on September 2015- Late Submission	Fine of Rs. 1,000/- was imposed by BSE.	Management assured to file future disclosures on time.
5	BSE	Violation Under Reg 34 of SEBI LODR for period ending on March 2020- Late Submission	Fine of Rs. 2,000/- was imposed by BSE.	Management assured to file future disclosures on time.
6	BSE	Violation Under Reg 6(1) of SEBI LODR for	Fine of Rs. 2,000/- was imposed by	Management assured to keep appointed



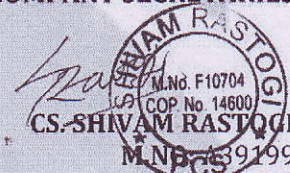
	period ending on September 2020- Late Appointment of Compliance Officer	BSE.	Compliance Officer on Regular Basis in future.
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(d) the listed entity has/ taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended.... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

DATE: 30.06.2021
PLACE: NOIDA

FOR SVR & Co.
COMPANY SECRETARIES



CP. NO: 14600
UDIN: F010704C000552366