

October 01, 2014

National Stock Exchange of India Ltd.  
Corporate Communications Department  
"Exchange Plaza", 5th Floor,  
Bandra-Kurla Complex,  
Bandra (East),  
**Mumbai - 400051**

Scrip Symbol: **SALORINTL****RESULTS OF POSTAL BALLOT**

Dear Sir,

Result of the voting conducted through Postal Ballot on the Special Resolution passed under section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) to amend Main Objects Clause of Memorandum of Association of the Company.

The Company had appointed Mr. Sanjay Grover, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Mr. Sanjay Grover, has submitted his report dated 30<sup>th</sup> September, 2014 to the Company.

The detail of Special Resolution passed by Postal ballot is as under:

Result of Postal Ballot to amend Main Objects Clause of Memorandum of Association of the Company.

Detail of Resolution	Special Resolution to amend Main Objects Clause of Memorandum of Association of the Company.
Resolution required	Special
Mode of voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	7 <sup>th</sup> August, 2014
Record date for reckoning voting rights	22 <sup>nd</sup> August, 2014
Date of dispatch of Notice	26 <sup>th</sup> August, 2014
Total No. of shareholders on record date	5263

Total No. of shareholders to whom Postal Ballot Form(s) were sent: 5263



A detailed summary of the postal ballot in respect of proposed resolution is given herein below:

**A1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
Total Valid votes	21	4,265,632	42,656,320	48.4329
Less: not considered	0	-	-	0.0000
(a) Net Valid Votes	21	4,265,632	42,656,320	48.4329
(b) Votes with Assent	19	4,265,531	42,655,310	48.4318
(c) Votes with dissent	2	101	1,010	0.0011

**A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	6	1,616,701	16,167,010	18.3564
b) Net Valid votes casted	6	1,616,701	16,167,010	18.3564
c) Votes with assent for the Resolution	6	1,616,701	16,167,010	18.3564
d) Votes with dissent for the Resolution	0	0	0	0



**A3. COMPOSITE RESULT:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	27	5,882,333	58,823,330	66.7893
b) Less: Invalid votes	0	0	0	0.00
c) Net Valid votes casted	27	5,882,333	58,823,330	66.7893
d) Votes with assent for the Resolution	25	5,882,232	58,822,320	66.7881
e) Votes with dissent for the Resolution	2	101	1,010	0.0011

% of total votes casted in favour of the Resolution: 99.9983%

% of total votes casted against the Resolution: 0.0017%

**Details of the voting results as per clause 35A of the Listing Agreement in respect of Resolution passed for Alteration of Memorandum of Association of the Company.**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	5,876,266	5,876,166	99.9983	5,876,166	0	100	0
Public-Institutional Holders	700	-	0.0000	-	0	0	0.000



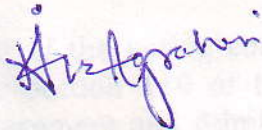
Public-Others	2,930,334	6,167	0.2105	6,066	101	98.3623	1.6377
Total	8,807,300	5,882,333	66.7893	5,882,232	101	99.9983	0.0017

\*Under this column, the valid votes polled are mentioned.

\*\*Includes Body Corporates.

The Number of votes polled in favour of the Special Resolution is 5,882,232 (99.9983% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

For Salora International Ltd.,



(Nitin Agrahari)  
Company Secretary.

Attachment: Scrutinizer's report on Postal Ballot.

Detail of Resolution	Special Resolution to amend Main Objects Clause of Memorandum of Association of the Company.
Resolution required	Special
Mode of voting	Postal ballot, scrutiny
Date of Postal Ballot Notice	7 <sup>th</sup> August, 2014
Record date for reckoning voting rights	22 <sup>nd</sup> August, 2014
Date of dispatch of Notice	28 <sup>th</sup> August, 2014
Total No. of shareholders on record date	5263

Total No. of shareholders to whom Postal Ballot Form(s) were sent: 5263



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : sanjaygrover7@gmail.com

### POSTAL BALLOT REPORT

THE CHAIRMAN,  
**Salora International Ltd.**  
CIN: L74899DL1968PLC004962  
D-13/4, OKHLA, INDUSTRIAL AREA,  
PHASE-II, NEW DELHI  
DELHI-110020

Dear Sir,

The Board of Directors of the Company in its meeting held on August 07, 2014 had appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following resolution:


Type of Resolution	For
SPECIAL RESOLUTION	To amend Main Objects Clause of Memorandum of Association of the Company


**I submit my report as under:**

1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on August 26, 2014 to its members whose name(s) appeared in the Register of Members as on August 22, 2014.
2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' via NSDL e-Voting Platform.
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on its designated website.



4. The votes were unblocked on 24<sup>th</sup> September 2014 at 6:00 p.m. in the presence of two witnesses, Ms. Ekta Ashwani, R/o C-3/30 3<sup>rd</sup> Floor, Rajouri Garden, New Delhi - 110027 and Ms. Renuka Trikha R/o H. No. 140, Sector-13, Urban Estate, Karnal- 132001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ekta Ashwani

  
Renuka Trikha

5. The particulars of all electronic votes and postal ballot(physical) forms received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
7. The ballot box was opened after the close of working hours on September 25, 2014 in my presence.
8. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on 22nd August, 2014. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Forms and RTA records, the Shareholding as found in the RTA records on 22nd August, 2014 was considered. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
9. All postal ballot forms received up to the close of working hours on September 24, 2014 were considered and none of the envelopes containing postal ballot forms received after the working hours on September 24, 2014 were considered for the purpose of this report.
10. There were 239 (Two Hundred and Thirty Nine) envelopes containing postal ballot form, which were returned, undelivered & these envelopes were not opened and are separately kept.
11. I did not find any defaced or mutilated ballot papers.
12. The paid up Equity Share Capital of the Company as on Friday, August 22, 2014(i.e Cut off date) was Rs. 8,80,73,000(Rupees Eight Crores Eighty Lacs Seventy Three Lacs Ohly) divided into 88,07,300(Eighty Eight Lacs Seven Thousand Three Hundred) of Rs.10/- (Rupees Ten Only)



13. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below. Further, the detailed break up of voting through electronic mode and voting through physical postal ballot forms in respect of Resolution Nos. 1 and 2 are attached to this report & marked as 'Annexure A' and 'Annexure B' respectively.

13.1 **RESOLUTION:- To Amend Main Objects Clause of Memorandum of Association of the Company.**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	27	5,882,333	58,823,330	66.7893
b) Less: Invalid votes	0	0	0	0.00
c) Net Valid votes casted	27	5,882,333	58,823,330	66.7893
d) Votes with assent for the Resolution	25	5,882,232	58,822,320	66.7881
e) Votes with dissent for the Resolution	2	101	1,010	0.0011

Please see the workings given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

14. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Total Valid Votes	Votes with Assent	Percentage
(A)	(B)	(B/A*100)
5,882,333	5,882,232	99.9983

Accordingly, the above-mentioned resolution(s) has been passed by requisite majority.



15. Details of the voting result as per Clause 35A of the Listing Agreement for Resolution:-

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	5,876,266	5,876,166	99.9983	5,876,166	0	100	0
Public- Institutional Holders	700	-	0.0000	-	0	0	0.000
Public- Others	2,930,334	6,167	0.2105	6,066	101	98.3623	1.6377
Total	8,807,300	5,882,333	66.7893	5,882,232	101	99.9983	0.0017

16. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.

17. You may accordingly declare the result of the voting by Postal Ballot.



Place : Banswara  
Date : September 30, 2014

For SANJAY GROVER & ASSOCIATES  
(COMPANY SECRETARIES)

(SANJAY GROVER)  
SCRUTINIZER  
C.P. No.: 3850



Annexure-A

A detailed summary of the postal ballot in respect of Resolution 1 is given herein below:

**A1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No. of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
Total Valid votes	21	4,265,632	42,656,320	48.4329
(a) Net Valid Votes	21	4,265,632	42,656,320	48.4329
(b) Votes with Assent	19	4,265,531	42,655,310	48.4318
(c) Votes with dissent	2	101	1,010	0.0011

**A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	6	1,616,701	16,167,010	18.3564
b) Net Valid votes casted	6	1,616,701	16,167,010	18.3564
c) Votes with assent for the Resolution	6	1,616,701	16,167,010	18.3564
d) Votes with dissent for the Resolution	0	0	0	0

