

Dated: 28<sup>th</sup> September, 2015

**DECLARATION OF RESULTS OF POSTAL BALLOT**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek consent of the members of the Company for the proposed resolutions to be passed through Postal Ballot as specified in the Postal Ballot Notice dated 30<sup>th</sup> May, 2015 read with the Explanatory Statement attached thereto, in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	To amend Objects Clause and Liability Clause of Memorandum of Association of the Company.
2.	Special Resolution	To adopt a new set of Articles 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 26<sup>th</sup> September, 2015 to the Company.

On the basis of the report submitted by the Scrutinizer, the Company hereby declares that the following resolutions have been passed with requisite majority as on the date of declaration of Postal Ballot Results i.e. Monday, September 28, 2015. The detail of Special Resolutions passed by Postal ballot is as under:

Date of Postal Ballot Notice	30 <sup>th</sup> May, 2015
Record date for reckoning voting rights	14 <sup>th</sup> August, 2015
Date of dispatch of Notice	25 <sup>th</sup> August, 2015
Total No. of shareholders on record date	5012
Total No. of shareholders to whom Postal Ballot Form(s) were sent	5012



**Agenda-wise Details:**

**Resolution No. 1:** To amend Objects Clause and Liability Clause of Memorandum of Association of the Company.

Resolution required	Special
Mode of voting	Postal Ballot / e-voting

**Details of the voting results as per Clause 35A of the Listing Agreement:**

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	5876216	5876166	99.99915	5876166	0	100	0
Public- Institutional Holders	700	0	0.00000	0	0	0	0
Public-Others	2930384	2404	0.08204	2403	1	99.95840	0.04160
<b>Total</b>	<b>8807300</b>	<b>5878570</b>	<b>66.74656</b>	<b>5878569</b>	<b>1</b>	<b>99.99998</b>	<b>0.00002</b>

**Result:** The Number of votes polled in favour of the Special Resolution is 5,878,569 (99.99998% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.



**Resolution No. 2:** To adopt a new set of Articles of Association of the Company.

Resolution required	Special
Mode of voting	Postal Ballot / e-voting

**Details of the voting results as per Clause 35A of the Listing Agreement :**

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	5876216	5876166	99.99915	5876166	0	100	0
Public- Institutional Holders	700	0	0.00000	0	0	0	0
Public-Others	2930384	2404	0.08204	2404	0	100	0
<b>Total</b>	<b>8807300</b>	<b>5878570</b>	<b>66.74656</b>	<b>5878570</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Result:** The Number of votes polled in favour of the Special Resolution is 5,878,570 (100% 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.



Encl.; Scrutinizer's report

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
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### Scrutinizer Report

To,

The Chairman  
**Salora International Limited**  
CIN: L74899DL1968PLC004962  
D-13/4 Okhla Industrial Area, phase-II  
New Delhi – 110020

### **Report on Result of Postal Ballot / E-Voting**

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as Scrutinizer by **SALORA INTERNATIONAL LIMITED** ('the Company') in the Board meeting held on May 30, 2015 to conduct the Postal Ballot / e-voting Process in a fair and transparent manner in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	To amend Objects Clause and Liability Clause of Memorandum of Association of the Company.
2.	Special Resolution	To adopt a new set of Articles of Association of the Company.



**I submit my report as under:**

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Tuesday, August 25, 2015, to its Members whose name(s) appeared in the Register of Members as on Friday, August 14, 2015.
2. The Company has made an advertisement regarding dispatch of postal ballot forms in Pioneer (English) Delhi edition and Pioneer (Hindi) Delhi Edition on Wednesday, August 26, 2015
3. 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 via National Securities Depository Limited (NSDL) e-voting platform.
4. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.
5. The votes were unblocked on Thursday, September 24, 2015 after 5:00 PM in the presence of two witnesses, Ms. Saloni Gupta, R/o R-1, Jawahar Quarters, Meerut, UP-250001 and Ms. Shaweta Arora, R/o H. No 322/23, Krishan Pura, Panipat-132103 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.  

Saloni Shaweta  
Saloni Gupta Shaweta Arora
6. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic voting report generated from NSDL have been entered in a separate Register maintained for the purpose.
7. The physical postal ballots received by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The e voting report was maintained by the NSDL in electronic registry.
8. The ballot box was opened after 5:00 PM on September 24, 2015 in my presence.
9. All postal ballot form(s) received and e-votes casted up to 5:00 PM on September 24, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 5:00 PM on September 24, 2015 were considered for the purpose of this report.



10. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on August 14, 2015. 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 August 14, 2015 was considered; there were NIL cases of mis-match. 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.
11. There were 130 (One hundred thirty) envelopes containing postal ballot form(s)/Notice(s), which were returned, undelivered & these envelopes were not opened and they are separately kept.
12. I did not find any defaced or mutilated ballot paper(s).
13. The shareholders exercised their voting either by electronic or physical mode. There was 4 shareholders who opted for both the facilities.
14. The total issued & paid up Equity Share Capital of the Company as on August 14, 2015 was Rs. 8,80,73,000/- (Rupees Eight Crores Eighty Lacs Seventy Three Thousand only) divided into 88,07,300 (Eighty Eight Lacs Seven Thousand Three Hundred) Equity shares of Rs. 10/- (Rupees Ten) each. Total issued share capital of the Company includes NIL shares which are lying in the Salora International Limited "Unclaimed Suspense A/c", of which voting rights are frozen till the rightful owners claim these shares pursuant to clause 5A(II)(d) of the Listing Agreement.
15. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below.

**Resolution No.1:-** To amend Object Clause and Liability 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 (Approx.)
a) Total votes received	31	5878570	58785700	66.74656
b) Less: Invalid/abstained votes	0	0	0	0
c) Net valid votes	31	5878570	58785700	66.74656
d) Votes with assent	30	5878569	58785690	66.74655
e) Votes with dissent	1	1	10	0.00001



The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as 'Annexure A'.

**Resolution No.2:-**To adopt a new set of Article 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 (Approx.)
a) Total votes received	31	5878570	58785700	66.74656
b) Less: Invalid/abstained votes	0	0	0	0
c) Net valid votes	31	5878570	58785700	66.74656
d) Votes with assent	31	5878570	58785700	66.74656
e) Votes with dissent	0	0	0	0

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as 'Annexure B'.

16. 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 as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx. (B/A*100))
1	31	5878569	66.74655
2	31	5878570	66.74656

Accordingly, all the above-mentioned resolutions have been passed by requisite majority.



17. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.
18. You may accordingly declare the result of the voting by Postal Ballot.

**For Sanjay Grover & Associates  
(Company Secretaries)**



**Place : New Delhi  
Date: September 26, 2015**

A handwritten signature in black ink, appearing to read "Sanjay Grover".

**(Sanjay Grover)  
Scrutinizer  
C.P. No.:3850**



**Annexure-A**

A detailed summary of the postal ballot is given herein below:

**A1. VOTING THROUGH ELECTRONIC MODE:**

<b>Particulars</b>	<b>No of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Net Valid Votes	21	4261902	42619020	48.39056
(b) Votes with Assent	20	4261901	42619010	48.39055
(c) Votes with dissent	1	1	10	0.00001

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

<b>Particulars</b>	<b>No. of Share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
a) Total votes received	10	1616668	16166680	18.35600
b) Less: Invalid Votes	0	0	0	0
c) Net Valid votes casted	10	1616668	16166680	18.35600
d) Votes with assent for the Resolution	10	1616668	16166680	18.35600
e) Votes with dissent for the Resolution	0	0	0	0



### Annexure-B

A detailed summary of the postal ballot is given herein below:

#### **B1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	21	4261902	42619020	48.39056
(b) Votes with Assent	21	4261902	42619020	48.39056
(c) Votes with dissent	0	0	0	0

#### **B2. 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 (Approx.)
a) Total votes received	10	1616668	16166680	18.35600
b) Less: Invalid Votes	0	0	0	0
c) Net Valid votes casted	10	1616668	16166680	18.35600
d) Votes with assent for the Resolution	10	1616668	16166680	18.35600
e) Votes with dissent for the Resolution	0	0	0	0

