



FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

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

Dear Sir,

Sub: Scrutinizer's Report on voting through electronic means (remote e-voting) and voting at the EGM through VC or OAVM process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 readwith Companies (Management and Administration) Amendment Rules, 2015.

The Board of Directors of **SALORA INTERNATIONAL LIMITED** ('the Company') have vide resolution passed on **04th December, 2020**, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolution for:

SPECIAL BUSINESS:

- **Authorization to sell the Wind Energy assets held in the name of Salora International Limited**

To consider, and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

RESOLVED THAT pursuant to Section 180 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and corporate governance requirements, consent of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company to sell/transfer/dispose off the whole/part of the property situated at



Dhule, Maharashtra in the name of Salora International Limited, on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the property as they may in their absolute discretion deem fit”

I, **CS. Shivam Rastogi**, having Membership no. F10704 and CP No. 14600 and Managing Partner of **M/s SVR & Co., Company Secretaries** had been appointed as scrutinizers by the Board of Directors of the Company vide resolution passed on **07th November, 2020** as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the remote e-voting before the EGM, using an electronic voting system ("remote e-voting") and the process of e-voting at the EGM through electronic voting system ("e-voting") and Poll process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and vote by Poll on the resolutions mentioned above.

My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and vote by Poll process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast “in favour” or “against” the resolutions stated above, based on Polling paper received by the Company & reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company.

The notice dated **07th November, 2020**, convening the Extra Ordinary General Meeting of the Company to be held on **04th December, 2020** along with the statement setting out the material facts under section 102 of the Act were sent to members of the Company.

The members of the Company holding shares on the cutoff date **27th November, 2020** were entitled to vote on the resolutions proposed and as set out in the EGM Notice.

In this regard, I submit my report as under:-



1. The remote e-voting period commenced on **Tuesday, December 01st, 2020 at 09:00 A.M.** and ended on **Thursday, December 03rd, 2020 at 05:00 P.M.** on the designated website via NSDL voting platform.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of the NSDL (<https://www.evoting.nsdl.com>)
4. Pursuant to Listing Agreement entered by the company, the Company has also provided facility of voting through the physical ballot forms received by the Company were kept in my safe custody. Our report includes the results of voting through the physical ballot forms in addition to votes casted through e-voting website of NSDL by the eligible shareholders.
5. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid EGM and the same are handed over to the Director for the safe custody.
9. The votes were unblocked on **04th December, 2020**, in the presence of two witnesses, Mr. Chandrabhanu Rituraj, address Acharya Niketan, Mayur Vihar Phase I, Delhi, 110091 and Ms. Pinky Mishra, address D 198/50, Gali No 6, Ramesh Market, Gadhi, East of Kailash, New Delhi, 110065, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence:



<p><i>Chaudhary</i></p> <p>Witness 1</p>	<p><i>Raj</i></p> <p>Witness 2</p>
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10. The result of the remote e-voting and voting through the physical ballot forms is as under:



a) RESOLUTION 1

AUTHORIZATION TO SELL THE WIND ENERGY ASSETS HELD IN THE NAME OF SALORA INTERNATIONAL LIMITED IN RESPECT THEREOF;

RESOLUTION REQUIRED: SPECIAL RESOLUTION

WHETHER PROMOTER/PROMOTER GROUP ARE INTERESTED IN THE AGENDA/RESOLUTION: NO

(I) Voted in favor of Resolution:

Numbers of Members cast their Vote (E-Voting/ Postal Ballot)		Number of votes cast by them	% of total number of valid votes cast
E-Voting	28	58,78,695/-	99.99%
Poll	0	0	0
Total	28	58,78,695/-	99.99%

(II) Votes against the Resolution:

Numbers of Members cast their Vote (E-Voting/ Postal Ballot)		Number of votes cast by them	% of total number of valid votes cast
E-Voting	10	48	.01%
Poll	0	0	0
Total	10	48	.01%

(III) Invalid Votes:

Number of Members (E-Voting/ Postal Ballot) whose votes were declared Invalid	Total numbers of votes cast by them
NA	NA

RESULT: PASSED WITH REQUISITE MAJORITY



11. The register, all other papers and relevant records related to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

M/s SVR & Co.
Company Secretaries



Shivam Rastogi
Managing Partner

Mem. No. F10704

COP. No. 14600

UDIN: F010704B001400235

Place: New Delhi

Date: 04/12/2020