

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

45th Annual General Meeting of the Members of

Salora International Limited held on September 29, 2014 at 3.00 P.M.

At Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi - 110 003

Dear Sir,

Sub: Scrutinizer's Report on e-voting as per provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.


I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 45th Annual General Meeting of the Members of Salora International Limited, to be held on Monday, September 29, 2014 at 3.00 P.M. at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi 110 003



I submit my report as under:

1. The e-voting period remained open from Monday, September 22, 2014 (9:00 A.M) and ended on Wednesday, September 24, 2014 (5:00 P.M).
2. The Members of the Company as on the "cut off date" i.e. Friday, August 22, 2014 were entitled for e-voting on the proposed resolutions (item no. 1 to 10) as set out in the notice of the 45th Annual General Meeting of the Company.
3. I have monitored the process of electronic voting through the scrutinizer's secured link provided by National Securities Depository Limited-NSDL on its designated website.
4. The votes were unblocked on Wednesday, September 24, 2014 at 6:00 p.m. in the presence of two witnesses, Mr. Pawan Kumar, R/o 175, First Floor, Chirag Delhi, New Delhi 110017 and Mr. Ankit Dogra, R/o C-136 Sindhora Kalan, Nr. Ashok Vihar, Delhi 110052, who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.


Pawan Kumar


Ankit Dogra

5. The particulars of votes received from the Members in electronic form(s) have been entered in a separate Register maintained for the purpose.
6. The total paid up Equity Share Capital of the Company as on Friday, August 22, 2014 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 and Three Hundred) Equity shares of Rs. 10/- (Rupees Ten each).



7. Thereafter, the details containing *inter-alia* list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of NSDL (www.evoting.nsdl.com) which is annexed herewith as ANNEXURE-A-1
8. The Result of E-voting exercised by the Members is as under:

(a) **Resolution No. 1-**

To receive, consider and adopt Financial Statements of the Company as at 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Director's and Auditor's thereon.

- i. Voted in favour of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

- ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes against
2	200	0.0047

- iii. Abstained Votes:

Number of Voters	Number of Votes
0	0



(b) Resolution No. 2-

Re-appointment of Shri Prem Nath Mehta (DIN 00277303), who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

(c) Resolution No. 3-

To appoint M/s. K. Prasad & Co., Chartered Accountants (ICAI Registration No. FRN002755N) as the Auditors of the company and to fix their remuneration.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953



ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

(d) Resolution No. 4-

Appointment of Shri Sanjeev Kaul Duggal (DIN: 00004977) as an Independent Director of the Company for a term of five years.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047



iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0

(e) **Resolution No. 5-**

Appointment of Shri Gautam Khaitan (DIN: 00021117) as an Independent Director of the Company for a term of five years.

i. **Voted in favour of the resolution:**

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. **Voted against the resolution:**

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0



(f) **Resolution No. 6-**

Appointment of Shri Patanjali Govind Keswani (DIN 00002974) as an Independent Director of the Company for a term of five years.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

(g) **Resolution No. 7-**

Alteration in Articles of Association of the company.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953



ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0

(h) **Resolution No. 8-**

To invite/accept/renew/receive money by way of secured/unsecured deposits from public and/or members of the company.

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0



(i) **Resolution No. 9-****Approval of Scheme of granting Loan to MD and/or WTD.**i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0

(j) **Resolution No. 10-****Variation in the remuneration payable to Shri Gopal Sitaram Jiwrajka (DIN: 00024325), Managing Director of the company.**i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
3	42,59,515	99.9953

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	200	0.0047

iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0



9. The E-voting register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.



Place: New Delhi

Date: September 26, 2014

For SANJAY GROVER & ASSOCIATES

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

Sanjay Grover

Scrutinizer

CP No. 3850