

**SALORA INTERNATIONAL LIMITED**

(CIN: L74899DL1968PLC004962)

Registered Address: D-13/4, Okhla Industrial Area, Phase-II, New Delhi - 110020

Ph. 011-35008342, E-mail: info@salora.com, Website: www.salora.com

**NOTICE**

**NOTICE** is hereby given that the 55<sup>th</sup> Annual General Meeting of Salora International Limited will be held through Video Conferencing ("VC")/ Other Audio - Visual Means ("OAVM"), on Tuesday, 24<sup>th</sup> September 2024 at 11:00 A.M. to transact the following business:

**ORDINARY BUSINESS****Item No.1 –**

**TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024, INCLUDING AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024 AND STATEMENT OF PROFIT & LOSS ACCOUNT OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:  
"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024, and the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**Item No.2 –****TO APPOINT STATUTORY AUDITORS**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the companies act, 2013 read with companies (audit and auditors) rules, 2014, the members do and hereby appoint O.P BAGLA & CO. LLP, Chartered Accountants, as the auditors of the company from the conclusion of this meeting to hold such office for a period of five years till the conclusion of the 60<sup>th</sup> Annual General Meeting, to conduct audit for financial year(s) 2024 to 2029, at a remuneration (to be fixed by the board)/ of Rs.650000/- payable in one or more installments plus service tax as applicable, and reimbursement of out of pocket expenses incurred."

**Item No.3 -**

**TO APPOINT A DIRECTOR IN PLACE OF SHRI. TARUN JIWARAJKA (DIN 00386240), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:  
"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri. Tarun Jiwrajka (DIN 00386240), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS****ITEM NO. 4-****APPOINTMENT OF Ms. RACHNA LODHA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:  
"RESOLVED THAT pursuant to section 149, 150 and 152 of the Companies Act 2013 and the rules made thereunder, read with Schedule IV to the Companies Act 2013, Ms. Rachna Lodha, who was appointed as Additional Director of the company by Board of Directors with effect from 12<sup>th</sup> August 2024 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act 2013, and in respect of whom the company has received a notice from member under section 160 of Companies Act 2013 signifying his intention to propose Ms. Rachna Lodha as a candidate for the office of Director of the company, be and is hereby appointed as an Independent Director of the company up to 11<sup>th</sup> August 2029, not liable to retire by rotation."

“RESOLVED FURTHER that the board be authorized to fix the sitting fees and any commission payable to independent directors”

**ITEM NO. 5 –**

**APPOINTMENT OF SHRI. PARAMARTHA SAIKIA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Paramartha Saikia (DIN: 07145770), who was appointed as an Independent Director of the Company and who holds office as an Independent Director up to 6<sup>th</sup> October 2024 and who has submitted a declaration that he/she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five years with effect from 7<sup>th</sup> October 2024 up to 6<sup>th</sup> October 2029, not liable to retire by rotation.”

“RESOLVED FURTHER that the board be authorized to fix the sitting fees and any commission payable to independent directors”

**ITEM NO. 6 –**

**APPOINTMENT OF WHOLE TIME DIRECTOR**

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

**RESOLVED THAT** pursuant to section 196 and 197 of the companies Act 2013 and the rules made thereunder, read with Schedule V to the Act, consent of the members be and hereby accorded to the appointment of the Mr. Tarun Jiwarajka as Whole Time Director of the company for the period of 5 years with effect from 10.11.2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice, including the remuneration to be paid in the event of loss or inadequacy of profits in the Financial year.

Resolved further that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceed in the limits specified under Section 197, read with Schedule V of the Companies Act 2013.

Resolved further that the terms and conditions of appointment and remuneration specified in the explanatory statement may be revised, enhanced, altered, varied from time to time, by the Board of Directors of the company, including any committee thereof, as it may in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the act including any amendments, modifications made hereinafter in this regard.

Resolved further that Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub- delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in best interest of the company, as it deems fit.”

**Item No. 7 –**

**TO RATIFY REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR ENDING 31<sup>st</sup> MARCH, 2024**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No.100260) appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, amounting to Rs. 40,000/- (Rupees Forty Thousand only) excluding all taxes and reimbursement of out of pocket expenses, be ratified and confirmed.”

**By Order of the Board of Directors  
For Salora International Ltd.**

Sd/-

(Jyoti Pal)

**Company Secretary**

**Date** : 24<sup>th</sup> August, 2024

**Place** : New Delhi

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') have permitted to hold the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 55<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Items as set out above in the Notice for special business, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company I.e. D-13/4, Okhla Industrial Area, Phase- II, New Delhi – 110 020 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has opted National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be made available electronically, for inspection by the Members during the AGM. Members seeking inspection of the aforementioned documents can send an e-mail to [sect@salora.com](mailto:sect@salora.com).
8. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company at [sect@salora.com](mailto:sect@salora.com). Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. The Notice and the Annual Report will also be available on the Company's website [www.salora.com](http://www.salora.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail IDs with the Company or the RTA (M/s Skyline Financial Services Pvt. Ltd.), for receiving the Notice and Annual Report. Requests can be e-mailed to [sect@salora.com](mailto:sect@salora.com) or [info@skylinerta.com](mailto:info@skylinerta.com). We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.
12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed during the period commencing from Tuesday, September 17, 2024 to Tuesday, September 24, 2024 (both days inclusive) for the purpose of Annual General Meeting.
13. The Board of Directors has appointed Shri Shivam Rastogi, Partner of SVR & CO., Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
14. The voting result declared along with the Scrutinizer's Report will be forwarded to BSE Limited at [www.bseindia.com](http://www.bseindia.com) and shall be simultaneously uploaded on the Company's website [www.salora.com](http://www.salora.com) within stipulated time.
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at [www.salora.com](http://www.salora.com), and website of the Registrar and Transfer Agent ('RTA') at [www.skylinerta.com](http://www.skylinerta.com). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
19. In case of any change such as name, registered address, e-mail id, mobile no., PAN, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:
  - **FOR SHARES HELD IN ELECTRONIC FORM:**  
To their respective DP; and
  - **FOR SHARES HELD IN PHYSICAL FORM:**  
To the Company/ RTA (M/s Skyline Financial Services Private Limited) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no(s).
20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at [www.salora.com](http://www.salora.com) and on the website of RTA at [www.skylinerta.com](http://www.skylinerta.com). Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

21. Members will be provided facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned herein below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
22. Members are encouraged to join the Meeting through Laptops for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
23. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
24. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail id, mobile number at [sect@salora.com](mailto:sect@salora.com) during the period Tuesday, September 10<sup>th</sup>, 2024 from 09:00 A.M. to Tuesday, September 17<sup>th</sup>, 2024 up to 5:00 P.M. The same will be replied by the Company suitably. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
25. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
26. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
27. The remote e-voting period commences from Saturday, September 21<sup>st</sup>, 2024 at 9:00 A.M. (IST) till Monday, September 23<sup>rd</sup>, 2024 at 5:00 P.M. (IST) During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Tuesday, September 17<sup>th</sup>, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
28. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC/ OAVM but will not be entitled to cast their vote once again on resolutions.
29. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.
30. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
31. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 17<sup>th</sup>, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/ RTA. However, if the member is already registered with NSDL for remote e-voting, then the member can use its existing user ID and password for casting its vote. If the member forgot its password, member can reset its password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 48867000 and 022 - 24997000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 17<sup>th</sup> 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Saturday, September 21st, 2024 at 9:00 A.M. (IST)** till **Monday, September 23rd, 2024 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **September 17<sup>th</sup>, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 17<sup>th</sup>, 2024**.

### How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">  <b>App Store</b>  <b>Google Play</b> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.shivamr@gmail.com](mailto:cs.shivamr@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL Official at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sect@salora.com](mailto:sect@salora.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [sect@salora.com](mailto:sect@salora.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**DECLARATION OF RESULTS ON THE RESOLUTIONS:**

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.salora.com](http://www.salora.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

Please note the following:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

**By Order of the Board of Directors  
For Salora International Ltd.**

**Date** : 24<sup>th</sup> August, 2024  
**Place** : New Delhi

Sd/-  
(Jyoti Pal)  
**Company Secretary**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the Special business mentioned in the Notice:

### ITEM NO. 4: APPOINTMENT OF MS. RACHNA LODHA AS AN INDEPENDENT WOMAN DIRECTOR

In accordance with the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, along with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its meeting held on 12<sup>th</sup> August 2024, upon the recommendation of the Nomination and Remuneration Committee, appointed Ms. Rachna Lodha (DIN: 07153563) as an Additional Director (Independent Woman Director) on the Board of the Company.

Ms. Rachna Lodha holds office up to the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and is eligible for appointment as an Independent Director.

The Company has received a declaration from Ms. Rachna Lodha confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to act as a Director of the Company.

Ms. Rachna Lodha possesses appropriate skills, experience, and knowledge in the fields of Corporate Law compliances, Secretarial audit and a decent knowledge of SEBI, accounts, Finance & GST, and the Board considers that her association would be of immense benefit to the Company.

The Board is of the opinion that Ms. Rachna Lodha fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as an Independent Director of the Company. Accordingly, the Board recommends the resolution as set out at Item No.4 of the Notice for the approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Ms. Rachna Lodha, is concerned or interested financially or otherwise in the resolution set out at Item No.4 of the Notice.

### ITEM NO. 5: RE-APPOINTMENT OF SHRI. PARAMARTHA SAIKIA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Shri. Paramartha Saikia (DIN: 07145770) was appointed as an Independent Director of the Company for a term of five years, which is set to expire on 6<sup>th</sup> October 2024. In accordance with the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and relevant Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri. Paramartha Saikia is eligible for re-appointment for a second term.

Shri. Paramartha Saikia has confirmed that he continues to meet the criteria for independence as specified under Section 149(6) of the Companies Act, 2013, and relevant regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as a Director of the Company.

The Board of Directors, after taking into account the performance evaluation of Shri. Paramartha Saikia during his first term, considers that his continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Shri. Paramartha Saikia possesses the requisite skills, experience, and knowledge, which have been beneficial to the Company.

The Board is of the opinion that Shri. Paramartha Saikia fulfills the conditions specified in the Companies Act, 2013, and the Rules made thereunder for his re-appointment as an Independent Director. Accordingly, the Board recommends the resolution set out at Item No. 5 of the Notice for approval by the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Shri. Paramartha Saikia, is concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board recommends the passing of the resolution as set out at Item No. 5 of the Notice.

Based on recommendation of Nomination and remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Paramartha Saikia (07145770) AS Independent director , for second term of five years from 7<sup>th</sup> October 2024 to 6<sup>th</sup> October 2029, not liable to retire by rotation.

### ITEM NO. 6: APPOINTMENT OF TARUN JIWARAJKA AS A WHOLE-TIME DIRECTOR

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Tarun Jiawarajka (DIN:00386240) as an Additional Director (Whole-Time Director) of the Company with effect from 10<sup>th</sup> November 2024. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Tarun Jiwarajka for the office of Director of the Company.

Mr. Tarun Jiwrajka has extensive experience in e-commerce business, marketing, finance and administration., and the Board believes that his/her expertise will be of immense benefit to the Company. The Company has also entered into an agreement with Mr. Tarun Jiwrajka setting out the terms and conditions of his/her appointment, including remuneration.

In compliance with the provisions of Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, the approval of the shareholders is sought for the appointment of Mr. Tarun Jiwrajka as a Whole-Time Director for a term of five Years.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Tarun Jiwrajka, is concerned or interested financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board recommends the passing of the resolution as set out at Item No. 6 of the Notice as an Ordinary Resolution.

**Item No. 7: To Ratify Remuneration Payable to the Cost Auditor for the Financial Year Ending 31st March, 2024**

In accordance with the provisions of Section 148 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Gurvinder Chopra & Co. Cost Accountants as the Cost Auditor of the Company for the financial year ending 31st March, 2024, at a remuneration of ₹ 40000/- (Forty thousand Rupees) plus applicable taxes and reimbursement of out-of-pocket expenses incurred by the Cost Auditor in connection with the audit.

As per Section 148(3) of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, the approval of the members is sought by way of an Ordinary Resolution for the ratification of the remuneration payable to M/s Gurvinder Chopra & Co. for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2024.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the resolution set out at Item No. 7 of the Notice.

The Board recommends the passing of the resolution as set out at Item No. 7 of the Notice as an Ordinary Resolution.

**By Order of the Board of Directors  
For Salora International Ltd.**

**Date** : 24<sup>th</sup> August, 2024  
**Place** : New Delhi

Sd/-  
(Jyoti Pal)  
**Company Secretary**