

Date: July 1, 2023

BSE Ltd.
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Scrip Code: 500370

SUB : VOTING RESULTS AND SCRUTINIZER'S REPORT IN RESPECT OF EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY

=====

REF : REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

=====

Dear Sir / Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Extra Ordinary General Meeting ("EGM") of the company held on Friday, June 30, 2023 at 11.00 A.M. through Video Conferencing / Other Audio Visual Means ("VC/OAVM") at Registered Office of the Company at D-13/4, Okhla Industrial Area, Phase – II, New Delhi – 110 020, please find enclosed herewith the followings:

- 1) Consolidated voting results
- 2) Scrutinizer's Report

Further on the basis of the Scrutinizer Report and pursuant to Regulation 30 of the SEBI Listing Regulations, this is to inform you that the members in Extra Ordinary General Meeting ("EGM") of the Company held on Friday, June 30, 2023 at 11:00 AM through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), have not approved the business i.e. approval for material related party transaction(s) between Salora International Limited and Devi Electronics Private Limited, as set out in the Notice of EGM and put for shareholder's approval.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

FOR SALORA INTERNATIONAL LIMITED

(Gopal Sitaram Jiwarajka)
Chairman & Managing Director
DIN: 00024325

Encl: as above

Home Validate

Resolution (1)									
Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Approval for material related party transaction(s) between Salora International Limited and Devi Electronics Private Limited							
Category	Mode of voting	No. of shares held	No. of 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 and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll	6065831	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	6065831	0	0.0000	0	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0	0	0.0000
	Poll	0	0	0	0	0	0	0	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0	0.0000
	Total	0	0	0.0000	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		502264	18.3210	168844	333420	33.6166	66.3834	
	Poll	2741469	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	2741469	502264	18.3210	168844	333420	33.6166	66.3834	
Total		8807300	502264	5.7028	168844	333420	33.6166	66.3834	
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
No									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Handwritten signature



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 read with Companies (Management and Administration) Amendment Rules, 2015.

The Board of Directors of **SALORA INTERNATIONAL LIMITED** ('the Company') have vide resolution passed on **25th May, 2023**, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolution for:

SPECIAL BUSINESS:

- **Approval for Material Related Party Transaction(S) between Salora International Limited and Devi Electronics Private Limited**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any





statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions, as amended from time to time, as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) entered into/ proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Salora International Limited (the 'Company') and Devi Electronics Private Limited ('DEPL'), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and DEPL, for an aggregate value not exceeding Rs.60,00,00,000/- (Rupees Sixty Crores Only) during the financial year 2023-24, provided that such transaction(s)/contract(s)/arrangement(s)/agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s)/agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."





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 **25th May, 2023** 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 authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated **25th May, 2023**, convening the Extra Ordinary General Meeting of the Company to be held on **30th June 2023** 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 cut-off date **23rd June 2023** were entitled to vote on the resolutions proposed and as set out in the EGM Notice.

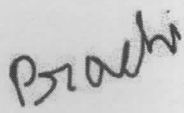
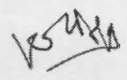
In this regard, I submit my report as under:-

1. The remote e-voting period commenced on **Tuesday, 27th June, 2023** at **09:00 A.M.** and ended on **Thursday, 29th June, 2023** 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. The result of the voting is attached herewith.
5. The votes were unblocked on **30th June, 2023**, in the presence of two witnesses, Ms. Prachi Arya, Address: Nimbus Express Park View, Chi-v, Greater Noida-201310 and Ms. Kritika Verma, Address: House No. 311-312, Block No. 13, Trilok Puri, Delhi-110091, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence:

 Witness 1	 Witness 2
--	--

6. The result of the remote e-voting and voting through the physical ballot forms is as under:

a) RESOLUTION 1

**APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S)
BETWEEN SALORA INTERNATIONAL LIMITED AND DEVI ELECTRONICS
PRIVATE LIMITED-IN RESPECT THEREOF;**

RESOLUTION REQUIRED: ORDINARY RESOLUTION

**WHETHER PROMOTER/PROMOTER GROUP ARE INTERESTED IN THE
AGENDA/RESOLUTION: YES**





(I) Votes 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	60	1,68,844	33.62%
Poll	0	0	0
Total	60	1,68,844	33.62%

(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	25	3,33,420	66.38%
Poll	0	0	0
Total	25	3,33,420	66.38%

(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: RESOLUTION NOT PASSED

7. 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.



SVR & CO.
Company Secretaries



Thanking You,

M/s SVR & Co.
Company Secretaries
Peer Review Firm No: P2016UP08930001



CS Shivam Rastogi
Managing Partner
Mem. No. F10704
COP. No. 14600
UDIN: F010704E000530707

Place: Noida
Date: 01/07/2023

