



Salora International Ltd.

September 29, 2019

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001.
Scrip Code: 500370

Sub: Voting results and Scrutinizer's Report in respect of 50th Annual General Meeting of the Company

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In respect of 50th Annual General Meeting of the Company held on 28th September, 2019 at 11.00 A.M. at India Islamic Cultural Centre, 87-88, Lodhi Estate, Lodhi Road, New Delhi - 110 003, please find enclosed herewith the followings:

Annexure No.	Particulars
1	Consolidated voting results (e-voting & poll)
2	Scrutinizer's Report dated 28 th September, 2019 pursuant section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,
For Salora International Ltd.,


(Silky Gupta)
Company Secretary & Compliance Officer.



Encl.: As above

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General information about company

Scrip code	500370
NSE Symbol	SALORAINTL
MSEI Symbol	NA
ISIN	INE924A01013
Name of the company	Salora International Ltd
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2019
Start time of the meeting	11: 00 AM
End time of the meeting	11: 40 AM



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Scrutinizer Details

Name of the Scrutinizer	Navneet Arora
Firms Name	Navneet K Arora & Co. LLP
Qualification	CS
Membership Number	3214
Date of Board Meeting in which appointed	25-05-2019
Date of Issuance of Report to the company	28-09-2019

Arora



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Voting results	
Record date	21-09-2019
Total number of shareholders on record date	4351
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	6
b) Public	59
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		Description of resolution considered		Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary		Special	
				No					
		Adoption of Standalone and Consolidated Audited Financial Statement for the year ended 31st March 2019 together with the report of the board of Directors and Auditors thereon							
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	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	5876166	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)	5876166	5876166	100.0000	5876166	0	100.0000	0.0000	
	Total	5876166	5876166	100.0000	5876166	0	100.0000	0.0000	
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		7716	0.2632	486	7230	6.2986	93.7014	
	Poll	2931134	32232	1.0996	32232	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	2931134	39948	1.3629	32718	7230	81.9015	18.0985	
	Total	8807300	5916114	67.1728	5908884	7230	99.8778	0.1222	
				Whether resolution is Pass or Not:		Yes			
				Disclosure of notes on resolution		Add Notes			

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Resolution (2)

Resolution required: (Ordinary / Special)
 Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary
 No

Re-appointment director in place of Smt. Neetu Jiwaraika (DIN 00025570), who retires by rotation and being eligible, offer herself for re-appointment

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
Promoter and Promoter Group	E-Voting		0	0.0000		0	0	0
	Poll	5876166	5876166	100.0000	5876166	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	5876166	5876166	100.0000	5876166	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		7716	0.2632	136	7580	1.7626	98.2374
	Poll	2931134	32232	1.0996	32232	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2931134	39948	1.3629	32368	7580	81.0253	18.9747
	Total	8807300	5916114	67.1728	5908534	7580	99.8719	0.1281

Whether resolution is Pass or Not: Yes

Add Notes

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (3)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Re-appointment of Shri Sanjeev Kaul Duggal (DIN 00004977) as an Independent Director

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
	Poll	5876166	5876166	100.0000	5876166	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	5876166	5876166	100.0000	5876166	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		7716	0.2632	136	7580	1.7626	98.2374
	Poll	2931134	32232	1.0996	32232	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2931134	39948	1.3629	32368	7580	81.0253	18.9747
	Total	8807300	5916114	67.1728	5908534	7580	99.8719	0.1281
Whether resolution is Pass or Not. Yes								
Disclosure of notes on resolution								
Add Notes								

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Resolution (4)

Resolution required: (Ordinary / Special)
 Whether promoter/promoter group are interested in the agenda/resolution?

Special
 Yes

Description of resolution considered
 Appointment of Shri Gopal Sitaram Jiwaraikja(DIN 00024325), as Managing Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	(3)=[(2)/(1)]*100	No. of votes – in favour	(4)	No. of votes – against	(5)	% of votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		(1)										
	Poll	5876166		0	0.0000		0		0		0		0
	Postal Ballot (if applicable)			5876166	100.0000		5876166		0		100.0000		0.0000
	Total	5876166		5876166	100.0000		5876166		0		100.0000		0.0000
Public- Institutions	E-Voting												
	Poll												
	Postal Ballot (if applicable)												
	Total												
Public- Non Institutions	E-Voting												
	Poll	2931134		7716	0.2632		136		7580		1.7626		98.2374
	Postal Ballot (if applicable)			32232	1.0996		32232		0		100.0000		0.0000
	Total	2931134		39948	1.3629		32368		7580		81.0253		18.9747
	Total	8807300		5916114	67.1728		5908534		7580		99.8719		0.1281
Whether resolution is Pass or Not. Yes													
Disclosure of notes on resolution													
Add Notes													

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (5)

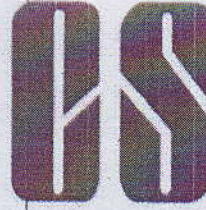
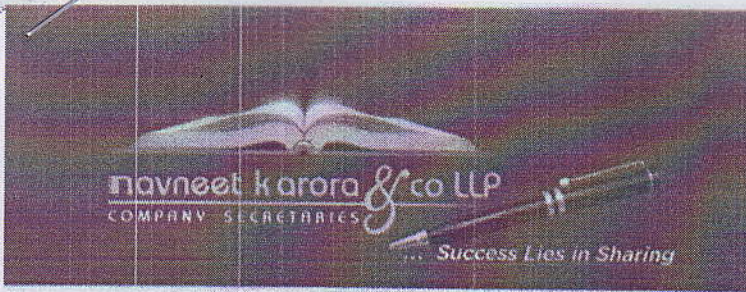
Resolution required: (Ordinary / Special)		Description of resolution considered		Ratification of Cost Auditor's remuneration						
Whether promoter/promoter group are interested in the agenda/resolution?		No		Ordinary						
				No						
Category	Mode of voting	No. of shares held	No. of votes polled	% 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		
	Poll	5876166	5876166	100.0000	5876166	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	5876166	5876166	100.0000	5876166	0	100.0000	0.0000		
Public- Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total									
Public- Non Institutions	E-Voting		7716	0.2632	286	7430	3.7066	96.2934		
	Poll	2931134	32232	1.0996	32232	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total	2931134	39948	1.3629	32518	7430	81.4008	18.5992		
	Total	8807300	5916114	67.1728	5908684	7430	99.8744	0.1256		
				Whether resolution is Pass or Not.					Yes	
				Disclosure of notes on resolution					Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0





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Consolidated Report of Scrutinizer on remote e-voting and voting through pollingpaper

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

To,
The Chairman
of the 50th Annual General Meeting of the Equity Shareholders of
Salora International Limited
Held on 28th day of September, 2019 at 11:00 A.M,
At India Islamic Cultural Centre, 87-88,
Lodhi Road, Lodhi Gardens, Lodi Estate, New Delhi- 110003

Sub: Scrutinizer's Report on voting through remote e-voting and polling
papers conducted pursuant to the provisions of Section 108 of the Companies
Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 and applicable provisions of Securities & Exchange
Board of India (Listing Obligations & Disclosure Requirements) Regulations,
2015.

Dear Sir,

The Board of Directors of the Company vide resolution dated 25th May, 2019 appointed me as a Scrutinizer for conducting the remote e-voting process and voting through polling paper in pursuance of the provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per agreement with the Stock Exchanges, to seek the approval of the Equity Shareholders in respect of the following resolutions as proposed in the Notice of the 50th Annual General Meeting ("AGM") of the members of the Company held on Saturday, 28th September, 2019 at 11:00 A.M. at India Islamic Cultural Centre, 87-88, Lodhi Road, Lodhi Gardens, Lodi Estate, New Delhi- 110003:

Resolution No(s).	Particulars
Ordinary Resolution	
1.	To Consider and adopt:- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Auditors thereon.
2.	Appointment of a Director in place of Smt. Neetu Jiwarajka (DIN 00025570), who retires by rotation and being eligible, offers herself for reappointment.

For Salora International Ltd.


Company Secretary





Special Resolution	
3.	Appointment of Shri Sanjeev Kaul Duggal as an Independent Director.
4.	Appointment of Shri Gopal Sitaram Jiwarajka, as Managing Director.
Ordinary Resolution	
5.	Remuneration to Cost Auditors

The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules made there under relating to voting through electronic means and polling papers received on the resolutions contained in the Notice of AGM. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and polling paper are conducted in fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions based on the report generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of remote e-voting and polling papers received and submit my report as under:-

1. The Company has engaged the services of NSDL as the Authorized Agency to provide secured system for remote e-voting to the shareholders to vote on resolutions through the remote e-voting facility by casting their votes on the designated website www.evoting.nsdl.com of NSDL.
2. The Company has completed on 03rd September, 2019 the dispatch of Notice along with the details of Login ID and password to its members through courier and through email to members whose email ID were registered with the Company or its Registrar and Share Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was 21st September, 2019 - Total shareholders of the Company as on the cut-off date were 4351.
3. The remote e-voting period remained open from Wednesday the, 25th September, 2019 (9.00 am) up to Friday the, 27th September, 2019 (5.00 pm). All the votes received by casting of votes electronically through NSDL portal upto 5.00 pm on 27th September, 2019, the last date and time fixed by the Company were considered for my scrutiny.
4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote-voting were downloaded from the e-voting website of NSDL for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the AGM.
5. At the AGM, after the declaration of voting by polling paper by the Chairman, one ballot box kept for voting was locked in my presence with due identification marks placed by me.

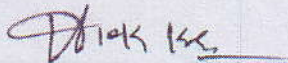
For Salora International Ltd.

Alley
Company Secretary





6. The locked ballot box was subsequently opened after the completion of poll in my presence along with two witnesses witnesses: (1) CS Alok Kumar R/o B-40/2, 3rd Floor, Gali No -15, Madhu Vihar, IP Extn., Delhi-110092, and (2) CS Ms. Swati Sharma R/o- G-3/7 First Floor, DLF Phase-I, Gurugram, Haryana-122002, who are not in the employment of the Company and polling papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in my presence. The Polling papers have been reconciled with the records maintained by the Company / Registrar & Share Transfer Agents of the Company and the authorization / proxies lodged with the Company.



Name: CS Alok Kumar



Name: CS Swati Sharma

7. There were no polling papers, which were incomplete and / or which were otherwise found defective to be treated as invalid.
8. After counting, the votes casted by the members and proxy holders present at the AGM through polling papers, the vote casted through remote e-voting by the members were unblocked on Saturday the September 28, 2018 at 11.15AM in the presence of 2 (Two) witnesses namely (1) CS Alok Kumar R/o B-40/2, 3rd Floor, Gali No -15, Madhu Vihar, IP Extn., Delhi-110092, and (2) CS Ms. Swati Sharma R/o- G-3/7 First Floor, DLF Phase-I, Gurugram, Haryana-122002, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: CS Alok Kumar



Name: CS Swati Sharma

9. Thereafter, the details containing *interalia*, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of NSDL.
10. Based on report generated from the e-voting website of NSDL and voting through polling paper at AGM, the consolidated report on the result of voting on each resolution are given hereunder:

For Salora International Ltd.



Company Secretary





Item No -1- Ordinary Resolution

To Consider and adopt:-a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Auditors thereon.

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	8	486	0.01
Voting through polling paper (in person or by proxy)	23	5908398	99.87
Total	31	5908884	99.88

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	7230	0.12
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	1	7230	0.12

(iii) Votes 'INVALID':

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

For Salora International Ltd.

[Signature]
Company Secretary





Item No -2- Ordinary Resolution

To appoint director in place of Smt. Neetu Jiwaraika (DIN 00025570), who retires by rotation and being eligible, offers herself for reappointment

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	6	136	0.00
Voting through polling paper (in person or by proxy)	23	5908398	99.87
Total	29	5908534	99.87

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	3	7580	0.13
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	3	7580	0.13

(iii) Votes 'INVALID':

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

For Salora International Ltd.

[Signature]
Company Secretary





Item No -3- Special Resolution

Appointment of Shri Sanjeev Kaul Duggal as an Independent Director

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	6	136	0.00
Voting through polling paper (in person or by proxy)	23	5908398	99.87
Total	29	5908534	99.87

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	3	7580	0.13
Voting through polling paper(in person or by proxy)	0	0	0.00
Total	3	7580	0.13

(iii) Votes 'INVALID':

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

For Salora International Ltd.

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Company Secretary





Item No -4- Special Resolution

Appointment of Shri Gopal Sitaram Jiwarajka, as Managing Director

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	6	136	0.00
Voting through polling paper (in person or by proxy)	23	5908398	99.87
Total	29	5908534	99.87

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	3	7580	0.13
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	3	7580	0.13

(iii) Votes 'INVALID':

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

For Salora International Ltd.


Company Secretary





Item No -5- Ordinary Resolution

Remuneration to Cost auditors

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	7	286	0.00
Voting through polling paper (in person or by proxy)	23	5908398	99.87
Total	30	5908684	99.87

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	2	7430	0.13
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	2	7430	0.13

(iii) Votes 'INVALID':

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

For Salora International Ltd.

Shikhy
Company Secretary





11. I would like to inform you that all the above Resolution(s) as contained in the Notice dated 25th May, 2019 have been passed with requisite majority i.e. Resolution No. 1 (One), 2(Two) and 5(Five) as Ordinary Resolutions, Resolution No.3 (Three) and 4 (Four) as a Special Resolution. You may accordingly declare the result of the voting through Remote E-voting and Polling papers at AGM.
12. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman or the person authorized by her for safe keeping.

Thanking you,
Yours faithfully,



CS Navneet Arora
Managing Partner
FCS: 3214, COP-3005
Scrutinizer
Navneet K. Arora & Co LLP,
Company Secretaries
Place: New Delhi
Date: 28th September, 2019

For Salora International Ltd.


Company Secretary