

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

This Familiarization Program (“ the Program”) for Independent Directors of Salora International Limited (“the Company”) has been adopted by the Board of Directors pursuant to Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to familiarize about their roles, rights, responsibilities, business model of Company.

1. Purpose

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

2. Familiarization Process

2.1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;

2.2. Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;

2.3. The programs/ presentations shall also provide means to familiarize the Independent Directors with their roles, rights and responsibilities;

2.4. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and

2.5. The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

3. Disclosure of the Policy

3.1. This Policy shall be uploaded on the Company’s website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

4. Review of the Program

4.1. The Board will review this Program and make revisions as may be required.

INFORMATION MEMORANDUM ABOUT THE COMPANY:

With the vision of spreading happiness in everybody's life, Salora International Limited today has emerged as a diversified entity with interests in sourcing and procurement, manufacturing, supply chain management, distribution, marketing, retail and after-sales service. Over three decades of enriched experience in electronics helps us serve in diverse realms like Consumer Electronics, Telecom, Information Technology and Lifestyle.

Salora International Ltd. is the flagship company of Jiwarajka Group. Under the able aegis of its visionary Chairman Late Mr. S.R. Jiwarajka, the group has come a long way since its inception in 1968 and today commands a formidable presence both in the Indian and overseas markets. With a track record of over 36 years in manufacturing and distribution, SIL became a public listed company in 1993. SIL is a listed entity on both BSE and NSE and has a big family of more than 5000 shareholders.

SIL is a leading player in the Indian consumer electronics industry and caters to both the retail and the B2B space. Over the years we have developed substantial competence in the manufacturing of CTV components. Our home production, SALORA, has products across LED TV / CRT TV, Smartphone, Tablets, Mobile Phones, Multimedia Speaker Systems, 3G data cards and Melamine & Glassware products. We have PAN India sales and service operations where we distribute a range of international brands like Samsung, Alcatel One touch and Zojirushi along with our home production SALORA. We are also proud business partners of leading organizations, catering to the Consumer electronics, IT & Telecom and Lifestyle & Household product needs in India.

Salora has got a wide service network of 170 service centers in 127 cities across the country to meet and exceed our customer's expectations in telecom and consumer electronics. Our manufacturing facilities are located at the company's sprawling complex in Noida. The state-of-the-art automated units employ 1300 people including about 200 engineers and professionals. The units are ISO 9001:2008, IEC65 & ISO 14001 compliant.

LEADERSHIP

Our Board of Directors has been instrumental in the process of taking us from ideation to success and in developing our business strategy and governance of principles. Under the guidance of our visionary chairman Late Mr. S. R. Jiwrajka, the group has grown a lot since its inception. The Board is responsible for chalking out long and short-term strategies, establishing corporate policies, and overseeing the executive management team.

Present Structure of the Board

Name of the Director	Category
<p>Shri Gopal Sitaram Jiwrajka <i>Chairman & Managing Director</i></p>	<p>Profile: Shri G. K. Jiwrajka is commerce graduate and possesses rich experience in Marketing, Finance, Production and Administration and has extensively traveled all over the globe.</p> <p>He possesses rich experience in TV and electronic industry and possesses in depth knowledge of Indian conditions in respect of this industry.</p>
<p>Shri Patanjali Govind Keswani <i>Non-Executive Independent Director</i></p>	<p>Profile: Shri Patanjali (Patu) Govind Keswani; A Bachelors in Electrical Engineering (IIT Delhi in 1981), subsequently received his Post Graduate Diploma in Business Management from IIM Kolkatta in 1983. He worked with the Tata Group for over 15 years. His last assignment with the Tata Group was as Senior Vice President and Chief Operating Officer of the Taj Group of Hotels. He subsequently worked with A.T. Kearney as Director and Senior Partner in their Delhi office.</p> <p>Anticipating the enormous, but as yet latent demand for mid-market and economy hotels, Patu promoted Lemon Tree Hotels in late 2002. He is presently the Chairman and Managing Director of the company.</p> <p>Patu is a first generation Indian entrepreneur. He has</p>

	<p>recently promoted two new companies, one in the affordable housing sector, and the other the vocational education space. He strongly believes that businesses should be both commercially viable and socially relevant/responsible.</p> <p>In 2011, Patu was awarded the ‘Distinguished Alumnus Award’ by his Alma Mater, Indian Institute of Technology - Delhi.</p>
<p>Shri Sanjeev Kaul Duggal <i>Non-Executive Independent Director</i></p>	<p>Profile: Sanjeev, is the founder & CEO of Centum Learning Limited. Centum under his leadership has become the first Indian Multinational Training & Skills Company with operations in over 19 countries. Centum Learning has also figured among the Top 15 Leaders in Training Outsourcing Worldwide for three consecutive years. It was also conferred with the Excellence in Training Award at the World HRD Congress 2010 and UK India Skills Forum Award 2010. He has a proven track record in establishing and leading successful global customer centric organisations with large resource bases and managing transitions profitably. He has been a visiting faculty at the Indian School of Business, Hyderabad and was a member of the BhartiAirtel Management Board, the 5th largest Telecom Company in the world. Besides, he is a trustee of a leading international Human Rights NGO called Breakthrough. He is also the Co-chair of FICCI Skill Development Forum and the member of the Boards of several companies. Over the years, Sanjeev has received many honors and accolades including:</p> <ul style="list-style-type: none"> • Udyog Rattan Award by the Institute of Economic Studies • Award for “Creating Corporate Advantage in Global Economy” by the Delhi School of Economics

<p>Shri Gautam Khaitan Non-Executive Independent Director</p>	<p>Profile: Shri Gautam Khaitan; After completing his schooling from Modern School and Graduation from Delhi University, Mr. Gautam Khaitan has earned Law Degree from Law Campus, University of Delhi. He has started his practice as an Advocate in the year 1992 and associated himself with O.P. Khaitan & Co., Solicitors & Advocates, New Delhi. He has handled various corporate and litigation work on behalf of various leading multinational and national companies, banks and financial institutions all over the world. He is also holding directorships in various companies of leading corporate houses other than holding memberships of International Bar Association, FICCI, Delhi High Court Bar Association etc.</p> <p>Gautam Khaitan has done so many transactions in the several areas including corporate agreements, Merger, Acquisitions & Amalgamation.</p>
<p>Shri Tarun Jiwrajka Whole Time Director</p>	<p>Profile: Tarun Jiwrajka is commerce graduate and possesses rich experience in Marketing, Finance, Production and Administration and has extensively traveled all over the globe. He possesses rich experience in TV and electronic industry and possesses in depth knowledge of Indian conditions in respect of this industry.</p>
<p>Shri K.S. Mehta Non-Executive Independent Director</p>	<p>Profile: As head of S.S. Kothari Mehta & Co., Chartered Accountants, Mr. Mehta is specializing in Corporate Financial Planning & Corporate Restructuring, Project Financing, Business Valuation, etc.</p> <p><u>Professional Status</u></p> <p>— Formerly SEBI appointed Director, National</p>

	<p>Stock Exchange of India</p> <ul style="list-style-type: none"> — Past President. PHD Chamber of Commerce and Industry — Former Member Advisory Committee on Primary Markets, SEBI — Director, Prudential ICICI Asset Management Co. Ltd. — Former Member, Northern Regional Advisory Board of IDBI — Former Member, Executive Committee of FICCI, International Fiscal Association (India Branch) — Actively involved in preparation of various representations and appearing before Government Committees. Also acted as member of Government Committees. — Former Member of Central Council of Institute of Chartered Accountants of India (ICAI) for six years & Chairman of Research Committee of ICAI — Past President of Rotary Club of Delhi Midtown <p><u>Articles & Technical Papers</u></p> <ul style="list-style-type: none"> - Contributed Articles on : Finance Bills, Economic Policy, Company Law, MRTP SICA, Tax Laws These were published in The Economic Times, The Business Standard, The Chartered Accountant, The Chartered Secretary, etc. - Presented Technical Papers at FICCI Annual Tax Conference, Seminars Organised by ICAI, Seminars Organised by PHDCCI
Neetu Jiwarajka	Smt. Neetu Jiwarajka, aged about 55 Years is a graduate from Delhi University. She is spouse of Shri Gopal Sitaram Jiwarajka, Chairman & Managing Director and Mother of Shri

<p>Executive Director</p>	<p>Tarun Jiwarajka, Whole Time Director of the Company. She has been associated with the Company since 4th July, 2008 with the designation of Director- Business Development. In the field of lifestyle products and other similar activities, Smt. Neetu Jiwarajka got an enormous experience and exposure. Products portfolio and Business in Life Style Division of the Company are being developed and managed by her.</p> <p>Presently, Smt. Neetu Jiwarajka is also at the Board of Companies like Devi Electronics Private Limited & Manori Properties Private Limited, Company expect a large benefit from taking her on Board through her long standing career and expertise in development of Lifestyle Division.</p> <p>On humanitarian and social grounds too, she is a personality to adore for generations to come. As of now, she is overlooking the philanthropical activities of Company's established trust named "Uttarayan", to empower and welfare for children and women in Nebsarai, New Delhi through imparting lessons in Singing/ Arts/ Dancing.</p> <p>The Board was requested to consider the candidature of Smt. Neetu Jiwarajka and if thought fit for company growth and prosperity may pass the following resolution subject to necessary alterations or modifications, to approve her appointment as recommended by the Board, if required:</p>
<p>Savitri Devi Jiwarajka</p> <p>Non-Executive Non Independent Director</p>	<p>Smt. Savitri Devi Jiwarajka Aged 90, is the wife of Late Shri S.R. Jiwarajka the past Chairman and Managing Director of the Company. She has been a business woman in the past and floated many companies of the Jiwarajka Group. She holds rich experience in guiding and mentoring the management of Business. Along with the worthy credential of good business leader she is also recognized as a pious soul with her act of contributing to the society in terms of running and actively participating in various charitable trusts. The Company looks to achieve great heights of success with her experience guidance.</p>

AWARDS & RECOGNITIONS

- The 'Telecom Ratna' from Shri Arun Jaitley, then Honorable minister of state for information and broadcasting. The fruits of this global vision and over 50 years of expertise in the field of electronics are also borne on other companies he is chairman of – namely Salora International Ltd.
- Most Eminent Distributor From 'NCN' - 2010
- Best Potential Award From 'Kingmax' - 2010
- The Best Growth Award From 'Kingmax' - 2008
- Best Sales Performance Award From 'BenQ' - 2007
- Outstanding Performance Award From 'Sony Ericsson' - 2006
- Best Service centre Award From 'Sony Ericsson'
- Best Global Service Partner Award From 'Sony Ericsson'

E-Commerce Partners

- Flipkart
- Snapdeal
- MMI Online(Jagran Group)
- Amazon
- Times Internet Limited
- India Today Group

Service Partners

- Alcatel
- Adcom
- Haier
- Huewei

- ZTE

Distributionship

- Samsung
- Alcatel
- Zojirushi
- Kingmax

Brands Owned

- Salora
- Q'bon
- Arya

Products and Business

- Smart Phones
- Feature Phones
- Tablets
- LED & CRT TVs
- Multimedia Speakers
- Q'Bon Melamine and Glassware Products
- Wind Power- *SIL ventured in the power generation with wind energy in the year 2006. We tied up with a leading Wind Turbine Generator (WTG) manufacturer and wind park developer Suzlon Energy Ltd., Daman known for their reputation in renewable energy sector. Located in the Dhule region of Maharashtra, the park has the capacity of producing 6.25 MW of power.*
- CE Components manufacturing, trading and exports at its manufacturing facilities located at the company's sprawling complex in Delhi, UP & Gujarat.
- We have also commenced a new production conveyor line for LED TV at our Noida Plant.

GUIDELINES OF CODE OF CONDUCT

The Board of Directors has adopted Code for Independent Directors as envisaged in Schedule IV to the Companies Act 2013, as amended from time to time, as the Code of conduct

for Independent Director. Also attachment to the Letter of Appointment of Independent Directors also contains the provisions for Guidelines of Professional Conduct. Further, the letter of appointment given to the Independent Directors shall also provide Rights, Liabilities and Roles of the Independent Directors.

Disclosures

The Company complies with the requirements of regulatory authorities on capital markets and other compliances under the Regulations and Laws applicable on the Company in a timely manner.

The Company has a track record of better compliance with all the good corporate governance norms as specified in Companies Act, 2013 and Regulations/Agreement entered into with the Stock Exchanges from time to time

Apart from those the Company has formulated many Policies and Code of Conducts to provide better means to Corporate Governance at the Company, those can be seen on the Company's website. www.salora.com

Independent Directors can refer to the Informations provided there to abreast with the code of conducts and Policies of the Company. Following are the Links provided on the website of the Company:

- 1) Memorandum & Articles of Association of Salora International Limited.
- 2) Last year's Annual Report, including Accounts and Corporate Governance Report.
- 3) Financial Statements for the previous quarter as approved by the Board.
- 4) Terms of Reference of the various Committees of the Board.
- 5) Code of Conduct for the Board of Directors, KMPs and Employees of the Company as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- 6) Code of Conduct and Procedures for fair disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 7) Nomination & Remuneration Policy.

- 8) Risk Management Policy.
- 10) Related Party Transaction Policy.
- 11) Whistle Blower Policy.
- 12) Policy for Determining Material Subsidiary.
- 13) Policy for Board Diversity.
- 14) Terms and Conditions of appointment of Non-executive Independent Directors