

SALORA INTERNATIONAL LTD.

CIN L74899DL1968PLC004962;

Regd. Office: D-13/4, Okhla Industrial Area, Phase-II, New Delhi-110 020

Tel: 011-49207100/101; E-mail: info@salora.com

Website: www.salora.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 45th ANNUAL GENERAL MEETING OF THE MEMBERS OF SALORA INTERNATIONAL LIMITED WILL BE HELD ON MONDAY, THE 29TH DAY OF SEPTEMBER, 2014 AT 03.00 P.M. AT LOK KALA MANCH, 20, LODHI INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI- 110 003 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt Financial Statements of the Company as at 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.
2. To appoint a director in place of Shri Prem Nath Mehta (holding DIN 00277303), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors M/s. K. Prasad & Co., Chartered Accountants (ICAI Registration No. FRN002755N) to hold office of the Auditors of the company and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV of the Act, as amended from time to time, Shri Sanjeev Kaul Duggal (DIN 00004977), a non-executive Director of the Company, who has submitted a declaration that meets the criteria for independence of as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period 5 (five) years with effect from 29th September, 2014 upto 28th September, 2019."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV of the Act, as amended from time to time, Shri. Gautam Khaitan (DIN 00021117), a non-executive Director of the Company, who has submitted a declaration that meets the criteria for independence of as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period 5 (five) years with effect from 29th September, 2014 upto 28th September, 2019."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV of the Act, as amended from time to time, Shri Patanjali Govind Keswani (DIN 00002974), a non-executive Director of the Company, who has submitted a declaration that meets the criteria for independence of as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period 5 (five) years with effect from 29th September, 2014 upto 28th September, 2019."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), approval of members of the company be and is hereby accorded to alter Article 47 of the Articles of Association of the company by inserting the following words '*and from persons other than its members after taking consent of members in general meeting, if required by the Act*', after the words '*...either in advance of calls or otherwise*' in the fourth line, now the said Article shall be read as under:

'subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion by a resolution passed at a meeting of Board, accept deposits from members, either in advance of calls or otherwise and from persons other than its members after taking consent of members in general meeting, if required by the Act, generally raise or borrow moneys or secure the payment of any sum or sums of moneys for the purposes of company'

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, any Director and/ or Company Secretary of the Company be and are hereby authorized severally to make, sign and file all such forms, documents, papers etc. as may be required to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Central Government or other authorities in this regard and to do all such acts, deeds and things as may be required or considered necessary or incidental.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 73 and Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any and subject to the fulfillment of such other conditions or compliance of any other Rules, Circulars, Notifications and Statutory Orders issued in this behalf, and filing of any other application or statement to any regulatory authority including any other institutions, consent of the members of the company be and is hereby accorded to invite/ accept/ renew/ receive money by way of secured/ unsecured deposits, or in any other form, from Public and / or Members of the company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms or conditions as the Board of Directors of the company in its sole discretion deem fit and necessary;

RESOLVED FURTHER THAT Company be and is hereby authorized to accept deposits from its members in the aggregate up to a limit of Rs.10 crores and deposits from persons other than its members in the aggregate of up to a limit of Rs.10.00 crores in accordance with the applicable provisions of relevant sections of Companies Act, 2013 and rules made thereunder;

FURTHER RESOLVED THAT the Board of Directors of the Company and/ or any committee thereof be and is hereby authorized to take all such decisions, do all such acts, to provide security, if any, pay interest on such deposits, make arrangements or agreements with any third party, open a Bank account for repayment and / or any such other act may in its discretion consider necessary, proper, expedient, desirable or appropriate for the purposes of this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions under Section 185 of the Companies Act, 2013 and proviso of sub-section (1) of that section and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the company hereby approves the scheme of the granting of loan up to the limit of amount equal to 24 months' gross salary on the basis of current month' drawn salary as per provisions of Sections 196, 197, 203 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 V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Act) from the company, which shall be recoverable in or within 60 months along with interest which shall not be lower than borrowing rate of interest of Company from Banks on the basis of monthly reducing amount or EMI, to its Managing Director and / or Whole Time Director, subject to fulfillment of other conditions, approvals or compliance required under any other rules or orders made in this behalf by the Central Government.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“WHEREAS Shri Gopal Sitaram Jiwarajka (DIN 00024325), was appointed as Managing Director of the Company for a period of 3 (three) years w.e.f. 1st July, 2013 to 30th June, 2016 at a total remuneration not exceeding Rs. 4,00,000/- p.m. (inclusive of all perquisites) after obtaining the requisite shareholders approval;

AND WHEREAS the Board had in its meeting proposed to vary his remuneration for the remaining term of office, as more specifically detailed herein;

NOW THEREFORE IT IS RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and the rules made there under and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company and further subject to the approval of the Central Government as applicable; the Company hereby approves a variation in the remuneration payable to Shri Gopal Sitaram Jiwarajka (DIN 00024325), Managing Director of the Company; to restore his remuneration at the level of remuneration which was paid to him by company during the term of his previous appointment, with effect from 1st July, 2014 on the salary, allowance and perquisites as under:

Details of remuneration are-

1. **Salary:** Rs.4,00,000/- (Rupees Four Lac Only) per month;
2. **Executive Pay:** Rs.2,00,000/- (Rupees Two Lac Only) per month;
3. Perquisites shall be distributed in two Categories-

Category A

- a) House Rent Allowance @ 60% of the salary;
- b) Reimbursement of expenses incurred on Gas, Electricity and Water;
- c) Reimbursement of medical expenses actually incurred for self and family;
- d) Leave Travel Concession for self and family every year;
- e) Fees of clubs subject to maximum of two clubs shall be borne by the Company but admission fee and life membership fee shall not be paid;
- f) Provision of Company's Car for use on Company's business and for personal use, Mobile and Telephone at residence and long distance personal calls on telephone will be charged by the Company;

The total amount of perquisites given above under clause (b) to (f) shall be subject to a maximum limit in aggregate of Rs. 1,60,000/- (Rupees One Lac Sixty Thousand Only) per month;

Category B : these perquisites will not be included in computation of the total managerial ceiling as per schedule V:

- a) Company's contribution towards Provident Fund, Superannuation or Annuity Fund shall be made as per rules of the Company but to the extent these are not taxable under the Income Tax Act, 1961;
- b) Gratuity shall be paid equal to one half month's salary for each completed year of service;
- c) Encashment of earned leave shall be permitted at the end of tenure as per rules of the Company, which is 21 days in a year;

RESOLVED FURTHER THAT Shri Gopal Sitaram Jiwrajka (DIN 00024325), Managing Director shall be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business;

RESOLVED FURTHER THAT the Effective Capital of the Company falls between Rs. 100 Crores to Rs. 250 Crores and pursuant to section II of Part II of Schedule V, the overall maximum managerial remuneration (inclusive of the sums specified in Categories A and B above) payable to Shri Gopal Sitaram Jiwrajka (DIN 00024325), Managing Director of the Company shall not exceed the limit of Rs. 120 lacs p.a. and shall be paid with effect from 1st July, 2014; with the approval of the shareholders granted by means of a Special Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, any Director and/ or Company Secretary of the Company be and are hereby authorized severally to make, sign and file all such forms, documents, papers etc. as may be required to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Central Government or other authorities in this regard and to do all such acts, deeds and things as may be required or considered necessary or incidental."

Regd. Office:

SALORA INTERNATIONAL LTD.

CIN L74899DL1968PLC004962

Regd. Office: D – 13/4, Okhla Industrial Area,

Phase – II, New Delhi – 110 020

E-mail: info@salora.com ,

website: www.salora.com

Dated: 7th August, 2014

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

**(Gopal Sitaram Jiwrajka)
(DIN 00024325)**

Chairman & Managing Director

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED DULY COMPLETED AND SIGNED, BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Pursuant to the provisions of section 105 of the Companies Act, 2013, A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Share Transfer Register and Register of Members of the Company will remain closed from **22nd September, 2014 to 29th September, 2014** (both days inclusive).
4. Members / Proxies are requested to produce the enclosed Attendance Slip duly filled in and signed as per the specimen signatures recorded with the Company / Depository Participant for attending the meeting.
5. Annual Report have already been sent to the Shareholders with our previous notice and published on the website of the Company. Shareholders are, therefore, requested to bring their copies of Annual Report to the Meeting.
6. Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
7. A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
8. Members holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or to its Share Transfer Agent and in case their shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants and not to the Company or the Share Transfer Agents.
9. Members holding shares in physical form who have not yet provided the Bank details are once again requested to provide their Bank Account No., Name of the Bank and address of the Branch, quoting their Folio No. to the Company.
10. In all correspondence with the Company, members are requested to quote their folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
11. Members wishing to claim dividend, which remains unclaimed, are requested to correspond with the Company at its Registered Office at D-13/4, Okhla Industrial Area, Phase-II, New Delhi-110 020. Shareholders may please refer to table showing last date for claiming / due date for transfer to Investors Education and Protection Fund (IEPF) in respect of dividend declared after the Financial Year ended 31st March, 2007, given in the Corporate Governance Report published in the Annual Report, 2013-14.
12. Pursuant to provisions of Section 205A and 205C of the Companies Act, 1956 dividend for the Financial Years ended 1998-99, 1999-2000, 2000-01, 2001-02, 2002-03, 2003-04 (Interim Dividend), 2003-04 (final dividend), 2004-05 (Interim Dividend), 2004-05 (final dividend) 2005-06 (Interim and final Dividend) and 2006-07 (final dividend) has been transferred to Investors Education and Protection Fund (IEPF), set up by the Government of India and no payment there from shall be made.
13. At the ensuing Annual General Meeting, Shri P. N. Mehta, Director of the Company retires by rotation and being eligible, offer himself for re-appointment. In terms of Clause 49 of the Listing Agreement, the information or details relating to Shri P. N. Mehta, Director of the Company is furnished in the statement on Corporate Governance, which is published in this Annual Report.

14. Pursuant to General Circular No. 2/2011 (No.:51/12/2007-CL-III) dated 8th February, 2011 the Company has not attached annual accounts of its subsidiary Companies with the Balance Sheet. Members who are interested in obtaining the annual accounts of subsidiary companies at any point of time may write to the Company Secretary at the Registered Office of the Company. The annual accounts of subsidiary companies shall be kept available at the head office of the Company for inspection by any member during working hours.
15. Notice along with the instructions for e-voting, attendance slip and proxy form are being sent by the permitted mode to those members who have not registered their email addresses and those who have requested for the same.
16. Notice of the 45th AGM along with the 45th Annual Report 2014 shall also be available on company's website being: www.salora.com
17. The information required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report annexed to the Directors' Report given in the 45th Annual Report 2014.
18. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company/ RTA in order to comply with the SEBI guidelines.
19. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
20. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
21. Members can contact the following person for any information relating to Annual General Meeting: Mr. Nitin Agrahari, Company Secretary, Tel. Nos. 011- 49207125.
22. Members are requested to send the queries, if any, on the accounts and operations of the Company to the Company Secretary (e-mail: nitin.agrahari@salora.com) at least 10 days before the meeting so that the answers may be made readily available.
23. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on any day between 10:00 a.m. and 4:00 p.m. except holidays and shall also be available at the meeting.
24. SHAREHOLDERS MAY KINDLY NOTE THAT NO GIFTS / GIFT COUPONS OR CASH IN LIEU OF GIFTS WILL BE DISTRIBUTED AT THE MEETING, AS THE SAME HAS BEEN PROHIBITED UNDER THE SECRETARIAL STANDARDS FRAMED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA FOR HOLDING GENERAL MEETING.

PROCEDURE FOR E-VOTING

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:
 - (a) In case of Members receiving an e-mail from NSDL:
 - (i) Open the PDF file 'SIL e-Voting.pdf' attached to the e-mail, using your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login.
 - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
 - (vii) Select 'EVEN' (**E-Voting Event Number**) of Salora International Limited.

- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at "sanjaygrover7@gmail.com" with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of AGM.

(i) Initial Password is provided, as follows, alongwith Notice of AGM.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, 22nd August, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9:00 a.m. on Monday, 22nd September, 2014 and will end at 5:00 p.m. on Wednesday, 24th September, 2014. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.
- VI. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the ballot Form with assent (for) or dissent (against) and send to **Shri. Sanjay Grover**, Scrutinizer, address at **Sanjay Grover & Associates, B-88, 1st Floor, Ring Road, Defence Colony, New Delhi- 110024**. The ballot form should be received on or before Wednesday, 24th September, 2014 by 5:30 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.
- VII. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.salora.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 45th AGM of the Company on September 29th, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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By Order of the Board of Directors
Salora International Ltd.

(Gopal Sitaram Jiwrajka)
(DIN 00024325)

Chairman & Managing Director

Dated: 7th August, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173 (2) OF THE COMPANIES ACT, 1956)**Item No. 2**

Shri P. N. Mehta, Director of the Company retires by rotation and holds office up to this annual general meeting.

He has been steering the Company for decades. With his guidance the company has been expanding its business in diverse fields.

It is proposed that Shri P. N. Mehta be appointed as a Director liable to retire by rotation. His brief resume is given in the Corporate Governance Report. Except Shri P. N. Mehta, no other director is concerned or interested in this resolution.

ITEM NO. 4 TO 6

The company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, Shri Sanjeev Kaul Duggal, Shri Gautam Khaitan and Shri Patanjali Govind Keswani, as Independent Director at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of the section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors at various times, in compliance with the requirements of the clause.

The Nomination Committee has recommended the appointment of these directors as independent directors from 29th September, 2014 to 28th September, 2019.

Shri Sanjeev Kaul Duggal, Shri Gautam Khaitan and Shri Patanjali Govind Keswani, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board each of the directors have fulfilled the criteria of independence given under the act and they are independent of the management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

A brief profile of the Independent Directors to be appointed is given below:

- **Shri Sanjeev Kaul Duggal**, 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 Bharti Airtel 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,

He has received many honors and accolades including:

- Udyog Rattan Award by the Institute of Economic Studies
 - Award for "Creating Corporate Advantage in Global Economy" by the Delhi School of Economics
- **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. 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. Gautam Khaitan has done so many transactions in the several areas including corporate agreements, Merger, Acquisitions & Amalgamation.
 - **Shri Patanjali 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.

Anticipating the enormous, but as yet latent demand for mid-market and economy hotels, He promoted Lemon Tree Hotels in late 2002. He is presently the Chairman and Managing Director of the company. In 2011, he was awarded the 'Distinguished Alumnus Award' by his Alma Mater, Indian Institute of Technology – Delhi.

ITEM NO. 7

The Present Article 47 of Articles of Association of the Company allows the Company to receive deposits only from its members. The Board feels that considering the current operations and fund requirements of the Company, now Company should be able to raise deposits from persons other than its members, such as public, employees and Directors, hence the proposed alteration.

A print of the Memorandum and Articles of Association of the Company along with the draft of the proposed amendment will be available for inspection by the members at the Registered office of the Company between office hours on any working day of the Company up to the date of Annual General Meeting.

The Board of Directors recommends passing of the special resolution as contained in item No.4 of the notice.

None of the Directors are in any way interested or concerned in the resolution, except to the extent of their shareholding in the company.

None of the Non-Executive Directors or Key Managerial Personnel except Managing Director and / or Whole Time Directors of the Company are interested in the Resolution.

Item No. 8

Acceptance of Deposits from Members and/ or Public pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013

The members are hereby apprised that the Company requires money for its day to day business requirements, expansion of business and product line development. It is beneficial for the Company and also in the interest of its shareholders that the Company may accept deposits from its members and public to reduce dependency on financial institutions/ banks.

However, with the commencement of Companies Act, 2013 ('the 2013 Act'), deposits are now governed by a new set of law and approval of shareholders is required by way of Special Resolution for inviting/ accepting/ renewing deposits.

The members may kindly note that under the provisions of the 2013 Act, any company inviting / accepting / renewing deposits is required to obtain Credit Rating from a recognized credit rating agency. Your Company shall obtain a credit rating for its Fixed Deposit programme, from a recognized credit rating agency. Also, your Company shall be taking deposit insurance towards the unsecured deposits as may be accepted by it and open a separate bank account with a scheduled bank to be called as deposit repayment reserve account.

The Board of Directors of your Company has approved this item in the Board Meeting and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

Item No. 9

Loan to Directors under Section 185 of the Companies Act, 2013

The members are hereby informed that as per the requirements of the new Companies act, a company shall not give any loans to its directors except if it is a part of the conditions of service or it is being provided pursuant to a scheme approved by the members of the company by way of Special Resolution.

The members, please be informed that since the Managing Directors and Whole Time Directors are receiving remuneration even lower than as prescribed under the Act. Your Board is of the view that there should be a scheme of loan for the Managing Director and Whole Time Directors of the company.

As per the scheme of loan, only Managing Director and other Whole Time Directors, those are in full time services of the company, can avail the benefits of loan scheme. Loan from the company can be taken equal to 24 months' gross salary on the basis of current month' drawn salary which shall be repaid by borrower within 60 months from the date of receiving of loan amount from the company, along with interest which shall not be lower than the prevailing borrowing rate of interest of Company from Banks on the basis of monthly reducing amount or EMI.

The Board of Directors of your Company has approved this item in the Board Meeting and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Excepting Managing Director and Whole Time Director, None of other Directors are in any way interested or concerned in the resolution except to the extent of their shareholding in the Company, if any.

Item No. 10

The present tenure of Shri Gopal Sitaram Jiwrajka, Managing Director of the Company expires on 30th June, 2016 and the Board of Directors of the Company has in its meeting, considered the report of Nomination and Remuneration Committee constituted by the Board recommending the Company to approve a variation in the remuneration payable to Shri Gopal Sitaram Jiwrajka, Managing Director of the Company; to restore his remuneration at the level of remuneration which was paid to him by company during the term of his previous appointment. The Board discussed the various aspects to the report of the Committee and analysed the amount of Salary and other perquisites forming part of remuneration payable to Shri Gopal Sitaram Jiwrajka, Chairman cum Managing Director. The Board approved the recommendation of the Remuneration Committee and agreed to seek approval of the members in the ensuing Annual General Meeting on the terms, conditions and remuneration as approved by the Board, in terms of Schedule V of the Companies Act, 2013.

Shri Gopal Sitaram Jiwrajka was appointed as director of the Company on 28.08.1987 and is holding the office of Managing Director / Joint Managing Director since 01.04.1992. He 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 and after evaluating his contribution in the company through his knowledge about the industry, experience and skills, your Directors recommend this resolution to be passed by members as a Special Resolution.

Shri Gopal Sitaram Jiwrajka is interested to the extent of the remuneration proposed in the aforesaid resolution. Shri Tarun Jiwrajka, Whole time Director of the Company is related to Shri Gopal Sitaram Jiwrajka and deemed to be interested in this resolution and no other Director is interested or concerned in the resolution.

Regd. Office:

SALORA INTERNATIONAL LTD.

CIN L74899DL1968PLC004962

Regd. Office: D – 13/4, Okhla Industrial Area,

Phase – II, New Delhi – 110 020

E-mail: info@salora.com ,

website: www.salora.com

Dated: 7th August, 2014

By Order of the Board of Directors
Salora International Ltd.

(Gopal Sitaram Jiwrajka)
(DIN 00024325)

Chairman & Managing Director

STATEMENT PURSUANT TO SCHEDULE V PART II SECTION – II.

I GENERAL INFORMATION

- (1) Nature of Industry : Manufacturing of CTV and its components
: Distribution of Telecom Products.
: Wind Power Generation
- (2) Date or expected date of commencement of commercial production. : 20.11.1968
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable
- (4) Financial performance based on given indicators : (Rs. in lacs)
- | | 2013-14 | 2012-13 |
|----------|---------|---------|
| i. EBITD | 1038.47 | 1147.32 |
| ii. FBT | - | - |
| iii. PAT | 152.00 | 248.75 |
- (5) Export performance and net foreign exchange collaborations : Export 14861.84 17813.42
: Net Foreign Exchange earnings 14092.82 13900.78
- (6) Foreign investment or collaborations, if any : No foreign collaboration or investment

II INFORMATION ABOUT THE APPOINTEE

- (1) Background details : As provided in explanatory statement above
- (2) Past remuneration : **1. Salary:** Rs.2,00,000/- (Rupees Two Lac only) per month.
2. Perquisites:
- Reimbursement of expenses incurred on Gas, Electricity and Water subject to the limit of 10% of salary.
 - Reimbursement of medical expenses actually incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.
 - Company's contribution towards Provident Fund shall be made as per rules of the Company but to the extent these are not taxable under the Income Tax Act, 1961.
 - Gratuity shall be paid equal to one half month's salary for each completed year of service
 - Encashment of earned leave shall be permitted at the end of tenure as per rules of the Company, which is 21 days in a year.
 - Provision of Company's car with driver for use on Company's business, Mobile and Telephone at

residence but long distance personal calls on telephone will be charged by the Company.

Provided that the total remuneration does not exceed Rs. 4,00,000/- per month (INCLUSIVE OF ALL PERQUISITES) as prescribed by Part B of Section II of Schedule XIII of the Companies Act, 2013.

- (3) Recognition or awards : NIL
- (4) Job profile and his suitability : The Company is engaged in the manufacturing of CTV and its components, distribution of telecom products and Wind Power Generation.
- Shri Gopal Sitaram Jiwaraajka is a 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.
- (5) Remuneration proposed : As provided in the Resolution above
- (6) Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin). : The remuneration for the similar position in the industry, having regard to the size of the Companies and profile of persons is similar to the proposed remuneration of Shri Gopal Sitaram Jiwaraajka.
- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. : Except for holding position and drawing remuneration as Managing Director and as shareholder, he has no other pecuniary relationship with the Company. He is relative of Smt. Neetu Jiwaraajka, Shri Tarun Jiwaraajka and Shri Ayush Jiwaraajka.

III OTHER INFORMATION

- (1) Reasons of loss or inadequate profits. : Due to discontinuation of IT products and Motorola business.
- (2) Steps taken or proposed to be taken for improvement : The company is now focusing on promotion of its own brand "SALORA" products i.e. LED TVs, SMART TVs, Home Theaters, Tablet Computers, Smart Phones and Feature Phones and planning to start manufacturing and assembling of mobile phones in the name of our esteemed brand "SALORA". Company has also aligned with online e commerce players Amazon, Flipkart, Snapdeal, etc. for marketing its products directly to consumers. The Company plans to extend the product line in the life-style segment with its own brand "Q' Bon".
- (3) Expected increase in productivity and profits in measurable terms. : Leveraging on the vast experience of Shri Gopal Jiwaraajka in the diverse field of management, the Company expects the revenues to grow in the coming year.

IV DISCLOSURE

- (1) The shareholders of the Company shall be informed of the remuneration package of the managerial person. : Provided in the resolution and Corporate Governance Report.

- (2) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report.
- (i) All elements of remuneration package such as salary benefits, bonus, stock options, pension, etc. of all the directors; : Provided in the Corporate Governance Report.
 - (ii) Details of fixed components and performance linked incentives along with the performance criteria; : Provided in the Corporate Governance Report.
 - (iii) Service contracts, notice period, severance fees; : Provided in the Corporate Governance Report.
 - (iv) Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; : Nil

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E-mail: info@salora.com ,
website: www.salora.com

Dated: 7th August, 2014

By Order of the Board of Directors
Salora International Ltd.

(Gopal Sitaram Jiwrajka)
(DIN 00024325)

Chairman & Managing Director

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ATTENDANCE SLIP

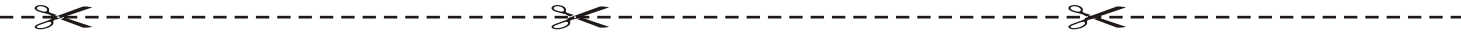
{Please complete Attendance Slip and hand it over at the entrance of the Meeting Hall}

Folio No. _____ D. P. ID No. _____ Client ID No. _____

Name of Member _____ Signature _____

Name of Proxyholder _____ Signature _____

- 1. Only Member/Proxyholder can attend the meeting.
- 2. Member/ Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)

Registered Address.....

E-mail Id.....

Folio No./Client Id

DP ID.

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:.....

or failing him

2. Name:

Address:

E-mail Id:

Signature:.....

or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

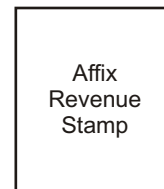
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual general meeting of the company, to be held on the 29th September, 2014 At 3 p.m. at **LOK KALA MANCH, 20, LODHI INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI -110 003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.	Adoption Financial Statements of the Company as at 31st March, 2014 including audited Balance Sheet and Statement of Profit & Loss Account as at 31st March, 2014 and Auditors report thereon.
2.	Appointment of a director in place of Shri Prem Nath Mehta.
3.	Appointment of Auditors.
4.	Appointment of Shri Sanjeev Kaul Duggal as an Independent Director.
5.	Appointment of Shri Gautam Khaitan as an Independent Director.
6.	Appointment of Shri Patanjali Govind Keswani as an Independent Director.
7.	Amendment in Articles.
8.	Approval of company to accept deposits from public.
9.	Approval of scheme for granting of loan to director.
10.	Approval of variation in the remuneration of Managing Director.

Signed this..... day of.....2014

Signature of shareholder



Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy