

SALORA INTERNATIONAL LTD.

Regd. Office: D-13/4, Okhla Industrial Area, Phase – II, New Delhi – 110 020
CIN L74899DL1968PLC004962; Tel: 011-49207100/101; E-mail: info@salora.com
website: www.salora.com

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot for the following:

- 1) To amend Main Objects Clause of Memorandum of Association of the Company.

Member's consent is sought for the proposal contained in the Resolution given in this Notice. The explanatory Statement pertaining to the said Resolution setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Sanjay Grover, Practicing Company Secretary as Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 24th September, 2014. Members may choose to vote using the **e-voting facility**, the details whereof are specified under instructions of the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 1st October, 2014 through the website of the Company (www.salora.com) and by way of intimation to the Stock Exchanges on which the Company is listed.

The Members are requested to consider and if thought fit, to give assent / dissent to the attached following resolutions as **SPECIAL RESOLUTIONS**.

RESOLUTION NO. 1

To amend Main Objects Clause of Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 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 subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana or any other authority as may be necessary, the consent of the shareholders of the company be and is hereby given to the amend the Main Objects Clause of the Memorandum of Association of the Company to insert the following new clause as Clause No. 6(b):

'To carry on the business of buyers, sellers, wholesalers, retailers, distributors, principal agents, brokers, factors, stockiest, exporters, importers of any kind of commodities and merchandise';

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."

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

Sd/-
(Gopal Jiwarajka)
Chairman & Managing Director
(DIN 00024325)

Place: New Delhi

Date: 7th August, 2014

NOTES

Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.

1. The Postal Ballot Notice is being sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 22nd August, 2014.
2. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 24th September, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s. The e-voting module shall also be disabled by NSDL for voting thereafter.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended **e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of despatching Postal Ballot Form/s.
4. **The instructions for shareholders for e-voting are as under:**
 - I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for Postal Ballot. 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 Postal Ballot.

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

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 voting period shall commence at 9:00 a.m. on Tuesday, 26th August, 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.
- 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.
5. Members who have registered their e-mail ID for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Notice by e-mail and who wish to vote through ballot form can obtain form from the Registrar and Share Transfer Agents M/s. Skyline Financial Services private Ltd., D-153A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 or from the Company at the registered office and fill in the details and send the same to the Scrutinizer by post.
6. The Scrutinizer after completion of the scrutiny, will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be declared on or before 1st October, 2014 at the Registered Office of the Company. The result will be announced to the Stock Exchanges where shares of the Company are listed and will also be displayed on the Company's website: www.salora.com. Subsequently, the result of the Postal Ballot will be published in news papers in Delhi. In the event, the draft resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
7. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

Annexure to the Notice

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

The Company has received proposals from many e-commerce companies to provide or supply them various commodities and merchandise like apparels, readymade garments, life style goods and it seems very profitable business for the company to trade, buy and sell into various kind of commodities and merchandise time to time. The main objects of the Company are confined to the business which is mentioned there. The Company is lacking power to carrying out the business as specified in the clause proposed in the resolution, to be added in the Main object clause of the Memorandum of Association of the Company. The Board is of the view that the business proposed to be undertaken by the Company as specified in new proposed sub-clause 6(b) can be carried out more efficiently and economically by the Company which has the resources required to undertake the proposed new objects. Therefore, Board may decide and approve the diversification of

Company' Business into the various areas and approve the amendment in Object Clause of the Memorandum of Association to do trading and marketing business of goods/ commodities/ merchandise as considered profitable by the Board from time to time. Board has a view that this is in the interest of the Company and its shareholders if the activities of the Company be diversified. This will enable the company to enlarge its business activities and the new business to be embarked upon advantageously.

The Board of Directors recommends passing of the special resolution as contained in item No. 1 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, if any.

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Dated: 7th August, 2014

By Order of the Board of Directors

Salora International Ltd.

(Gopal Sitaram Jiwrajka)

Chairman & Managing Director