

# 49<sup>th</sup> ANNUAL REPORT 2017-18



## BOARD OF DIRECTORS

GOPAL SITARAM JIWARAJKA – Chairman & Managing Director

GAUTAM KHAITAN – Chairman Audit Committee &  
Independent Director

TARUN JIWARAJKA – Whole Time Director & CFO

NEETU JIWARAJKA – Executive Director

PATANJALI GOVIND KESWANI – Independent Director

SANJEEV KAUL DUGGAL – Independent Director

KARNA SINGH MEHTA – Independent Director

SAVITRI DEVI JIWARAJKA – Non Executive Director

## COMPANY SECRETARY

MOHD. FAISAL FAROOQ

## AUDITORS

R. GOPAL & ASSOCIATES, STATUTORY AUDITORS

SCV & CO. LLP, INTERNAL AUDITORS

GURVINDER CHOPRA & CO. COST AUDITORS

NAVNEET K.ARORA & CO.LLP, SECRETARIAL AUDITORS

## BANKERS

STATE BANK OF INDIA

CANARA BANK

HDFC BANK LTD.

## REGISTERED OFFICE

SALORA INTERNATIONAL LTD.

D – 13/4, OKHLA INDUSTRIAL AREA,

PHASE – II, NEW DELHI – 110 020.

CIN L74899DL1968PLC004962

Sect@salora.com

## CORPORATE OFFICE & MANUFACTURING PLANT

PLOT NO. B – 31 to 34 & 50 to 53, SECTOR – 80, NOIDA (U.P.)

## REGISTRAR & SHARE TRANSFER AGENTS

SKYLINE FINANCIAL SERVICES PVT. LTD.

D-153-A, 1st FLOOR, OKHLA INDUSTRIAL AREA,  
PHASE -I, NEW DELHI-110020

Tel. No. 011-26812682, 83 & 84 Fax:30857562

Email: admin@skylinerta.com

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## ANNUAL GENERAL MEETING

**Day** : Thursday

**Date** : 27<sup>th</sup> September, 2018

**Time** : 11.00 am

**Venue** : India Islamic Cultural Centre, 87-88, Lodhi Road,  
Lodhi Gardens, Lodi Estate, New Delhi-110003

**Note** : Members are requested to bring their copy of the  
Annual Report to the Meeting.

Visit us at [www.salora.com](http://www.salora.com)

## NOTICE TO THE 49<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 49th Annual General Meeting of the Members of Salora International Limited will be held on Thursday, 27th September, 2018 at 11.00 A.M. at India Islamic Cultural Centre, 87-88, Lodhi Road, Lodhi Gardens, Lodi Estate, New Delhi -110 003 to transact the following businesses:

### ORDINARY BUSINESS

#### Item No.1 - Adoption of Financial Statements

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 together with the Report of Auditors thereon.

#### Item No.2 -Appointment of a Director in place of those retiring by rotation

To appoint a director in place of Shri Tarun Jiwrajka (DIN 00386240), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 3 – Ratification of Cost Auditors’ remuneration

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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company M/s. Gurvinder Chopra & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid remuneration of Rs.40,000/- plus applicable GST and reimbursement of actual travel and out of pocket expenses, that may be incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and approved”.

#### Item No.4 Revision of remuneration of Shri Gopal Sitaram Jiwrajka, Chairman and Managing Director (DIN: 00024325).

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

“**RESOLVED THAT** pursuant to provisions of section 196, 197, read with rules made thereunder, schedule V and any other applicable provisions of Companies Act, 2013 (including any statutory modification(s), re-enactment for the time being in force) and pursuant to recommendation of Nomination & Remuneration Committee and as approved by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to fix the annual remuneration payable to Shri Gopal Sitaram Jiwrajka, Chairman and Managing Director of the Company with effect from 1st April, 2018 to his remaining tenure i.e. up to 30th June, 2019, which shall not exceed in any case more than the limits specified under the schedule V under the relevant brackets of effective capital (Rs 5 Crore – 100 Crore) as specified under Companies Act, 2013.

**RESOLVED FURTHER THAT** terms and conditions of remuneration payable to Shri Gopal Sitaram Jiwrajka, Chairman and Managing Director of the company shall be same as was passed and approved by the members of the company in the 47th Annual General Meeting of the Company dated 14th September, 2016, the same has been enunciated below;

1. Salary: Rs 4,00,000/- (Rupees Four Lacs Only) per month;
2. Executive Pay: Rs 2,00,000/- (Rupees Two Lacs Only) per month;
3. Perquisites: 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 Concessions 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;

g) Ex-gratia / Bonus as per company's policy

**Category B-** Perquisites not included in computation of total managerial remuneration ceiling as per schedule V;

- a) Company's contribution towards Provident Fund, Annuity Fund, if any 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 permitted at the end of tenure as per rules of the Company,

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

**Item No. 5 - Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the fixed assets including land & Building and other assets of company premise situated at D-13/4, Okhla Industrial Area, Phase-II, New Delhi-110020.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and further to do all acts, deeds, matters and things and to execute all documents and writings as may be necessary, proper or desirable or expedient to give effect to this resolution."

By Order of the Board of Directors  
Salora International Ltd.

Regd. Office:  
D – 13/4, Okhla Industrial Area, Phase – II,  
New Delhi – 110 020  
CIN L74899DL1968PLC004962  
sect@salora.com

(Mohd. Faisal Farooq)  
Company Secretary

Dated: 28.05.2018  
Place: New Delhi

**NOTES**

1. 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. The relevant details required Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking re-appointment at the Annual General Meeting, forms part of the notice and is appended to the notice.
2. **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.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

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.

3. The Register of Members and the Transfer Books in respect of equity shares of the Company will remain closed from 22nd September, 2018 to 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
4. Members / Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith duly completed and signed, mentioning therein DP ID and Client ID / Folio No.
5. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20-04-2018, this is the first reminder by the Company to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No from all the shareholders holding shares in physical form. Accordingly you are requested to kindly furnish self-attested copy of your PAN Card and original cancelled "Name printed Cheque" or copy of Bank Passbook / Statement attested by the Bank along with the details mentioned in Annexure "A" on the last page of the notice. You may send the details as given in Annexure "A" to the Company's Registrar & Share Transfer Agent (RTA), M/s SKYLINE FINANCIAL SERVICES PRIVATE LIMITED at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
6. You are also requested to please get your shareholding dematerialized as pursuant to SEBI circular no. SEBI/LAD-NRO/GN/2018/24 dated 08/06/2018, the transfer of securities shall not be processed w.e.f. 05/12/2018, unless the securities are held in de-materialized form with depository.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or SKYLINE for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or SKYLINE, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to the accounts, are requested to write to the Company at least seven working days prior to the meeting, so as to enable the Management to keep information ready at the AGM.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members holding shares in physical form may submit their nomination in Form 2B to SKYLINE. Members holding shares in electronic form may write to their respective depository participant.
12. There were no unclaimed and unpaid dividend amounts lying pending with the company.
13. To support the green initiative of the Government, electronic copy of the Annual Report for the year ended 31st March 2018 and notice of the 49th AGM are being sent to the members whose mail IDs are available with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered the email address, physical copies of the Annual Report 2018 and the notice are being sent in the permitted mode. Please note that the annual report and the notice of the 49th Annual General Meeting are also posted on the website "www.Salora.com" for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with their DPs / SKYLINE.
14. Pursuant to the third proviso of Section 136 (1) audited annual accounts of subsidiary company is uploaded on the website of the Company and members who are interested in obtaining the annual accounts of subsidiary company at any point of time may write to the Company Secretary at the Registered Office/Corporate office of the Company. The annual accounts of subsidiary company shall be kept available at the head office of the Company for inspection by any member during working hours.
15. 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. to 4.00 P.M. except holidays and shall also be available at the meeting.
16. The information required in terms of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Corporate Governance Report annexed to the Directors' Report which is published in this 49th Annual Report 2017-18.
17. Route Map showing directions to reach to the venue of the 49th AGM is given at the end of Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
18. Members can contact Shri Mohd. Faisal Farooq, Company Secretary, Tel. No. 0120-4885521 for any query relating to Annual General Meeting (AGM).
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given at Point No.22 below. Resolution(s) passed by Members through e-voting is / are deemed to

have been passed as if they have been passed at the AGM.

The Board of Directors have appointed CS Navneet Arora, Company Secretary in practice (FCS No. 3214 & Certificate of practice No. 3005) and failing him CS Arvinder Singh Kindra, Company Secretary in practice (FCS No. 3521 & Certificate of practice No. 17737, Partners of M/s Navneet K Arora & Co LLP, Company Secretaries situated at E-8/1, LGF Near Geeta Bhawan Mandir, Malviya Nagar, New Delhi, 110017 (Registration No. LLPIN-AAJ-0972) as the Scrutinizers, for conducting the voting/ poll and remote-voting process in a fair and transparent manner.

20. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**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.**

22. The instructions for e-voting are as under:

#### PROCEDURE FOR E-VOTING

I.	The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for Annual General Meeting. 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)	Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
	iii)	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
	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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at <a href="mailto:info@navneetaroracs.com">info@navneetaroracs.com</a> with copy to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> .
	(b)	In case of Shareholders receiving physical copy of the Notice of Annual General Meeting.
	(i)	Initial Password is provided, as follows, along with Notice of Annual General Meeting.

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 downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). 'e-voting user manual' available in

- 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 21.09.2018. 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 Annual General Meeting. Accordingly, the voting period shall commence at 9.00 A.M. on 24th September, 2018 and will end at 5:00 p.m. on 26th September, 2018. The e-voting module shall be disabled by NSDL at 5:00 p.m. on the same day.
- VI. In terms of provisions of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, polling facility will be provided at the AGM.
- VII. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.salora.com](http://www.salora.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within three days of the passing of the resolutions at the 49th Annual General Meeting of the Company on 27th September, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors  
Salora International Ltd.

Regd. Office:  
D – 13/4, Okhla Industrial Area,  
Phase – II, New Delhi – 110 020  
CIN L74899DL1968PLC004962  
[sect@salora.com](mailto:sect@salora.com)

(Mohd. Faisal Farooq)  
Company Secretary

Dated: 28.05.2018  
Place: New Delhi

Notice

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

As per Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall, based on the recommendation of the Audit Committee appoint a cost accountant in practice, for auditing cost records of the Company and fix their remuneration. The remuneration of cost Auditors approved by the Board shall be subject to ratification by the shareholders.

In pursuance thereof on recommendation of Audit Committee, the Board has at its meeting held on 28th May 2018 considered and approved appointment of M/s. Gurvinder Chopra & Co., Cost Accountants for Cost Audit of the cost records maintained by the Company for the financial year ending 31st March 2019, at a remuneration of Rs. 40,000/- plus applicable GST and reimbursement of actual travel and out of pocket expenses, subject to ratification by the members at ensuing AGM.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company by way of passing the same by an Ordinary Resolution

### Item No. 4

Members of the company may kindly recall that the resolution passed in the 47th Annual General Meeting of the company pursuant to which remuneration of Shri Gopal Sitaram Jiwrajka, Chairman and Managing Director of company was discussed and approved for a period of three years effecting from 1st July, 2016 to 30th June, 2019 on the terms and conditions as approved by members therein.

Further, members are evoked with the fact that maximum limits of yearly remuneration of Shri Gopal Sitaram Jiwrajka, Chairman and Managing Director of the company, shall not exceed in any case more than Rs.120 Lacs per annum taking into account relevant brackets of effective capital as defined under Schedule V of Companies Act, 2013 i.e. (Rs.100 Cr- 250 Cr) and accordingly remuneration was paid. Due to descend in effective capital of the company, company necessitate fresh review of maximum limits of yearly remuneration to be paid to Shri Gopal Sitaram Jiwrajka, Chairman and Managing Director of Company for his remaining tenure, therefore, resolution is submitted to the shareholders for review and requisite approval.

The members are further informed with the fact that as per latest financials of the company, brackets of effective capital is as (Rs.5 Cr-100 Cr) and accordingly the maximum yearly limits of remuneration shall not exceed in any case Rs.84,00,000/-. Further, as per Part II of Schedule V of Companies Act, 2013 the above limits shall also be construed as double if the same is proposed and passed through special resolution.

Except Shri Gopal Sitaram Jiwrajka, Smt. Neetu Jiwrajka, Smt. Savitri Devi Jiwrajka and Shri Tarun Jiwrajka, none of the other Directors/ Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company by way of passing the same by a Special Resolution.

### Item No. 5

Members of the Company, may kindly take a note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty % of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to kindly take a note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land & Building and other realizable assets situated at D-13/4, Okhla Industrial Area, Phase-II, New Delhi, 110020.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company by way of passing the same by a Special Resolution.

By Order of the Board of Directors  
Salora International Ltd.

Regd. Office:  
D – 13/4, Okhla Industrial Area,  
Phase – II, New Delhi – 110 020  
CIN L74899DL1968PLC004962  
sect@salora.com

(Mohd. Faisal Farooq)  
Company Secretary

Dated: 28.05.2018  
Place: New Delhi

## Annexure to the Notice

Details of Director(s) seeking Appointment/Re-appointment at the Annual General Meeting in compliance of SS-2 issued by ICSI and information pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forming part of Explanatory Statement:

- Name and brief profile of Director seeking appointment/Reappointment, Shri Tarun Jiwrajka;  
Shri Tarun Jiwrajka, Whole Time Director and Chief Finance officer of the Company retires by rotation and holds office up to this Annual General Meeting.
- No. of Shares held in the company 3,72,741
- Date of Birth 31/03/1984 (Aged 34 Years)
- Din No. 00386240
- Date of appointment. 10/11/2011
- Qualifications Vitae Shri Tarun Jiwrajka enriched with good academics Qualifications and holding graduate degree in Business from Indiana University, Bloomington.
- Experience, Shri Tarun Jiwrajka possesses enormous 8 plus experience in the Television and electronic industry and rich experience in emerging low cost smart phones/basic phones market in India. He is also a well known business entrepreneur and a recognized start up incubator for various fresh startup entities in the industry. Shri Tarun Jiwrajka has been on the board of the company from last 8 years and has been spearheading the company in different business division namely LED TV Division, CRT TV, Towers Speakers and Low cost mobile handsets division.
- Relationship with other Directors and Key managerial Personnel  
He is the Son of Shri Gopal Sitaram Jiwrajka (Chairman & Managing Director) and Smt Neetu Jiwrajka executive Director of the Company  
He is the Grand Son to Smt. Savitri Devi Jiwrajka, Non Executive Director of the company
- No of Board Meeting Attended During the year, 4 Meetings held during the Financial Year.
- Directorship in other Company
  - Salora Components Limited (Subsidiary company)
  - Devi electronics Pvt. Ltd.
- Membership of committees  
Stake Holder Relationship Committee
- Terms and Conditions of Appointment  
Whole Time Director Liable to Retire by rotation
- Details of remuneration  
Please refer to Directors Report and Corporate Governance Report

By Order of the Board of Directors  
Salora International Ltd.

Regd. Office:  
D – 13/4, Okhla Industrial Area,  
Phase – II, New Delhi – 110 020  
CIN L74899DL1968PLC004962  
sect@salora.com

(Mohd. Faisal Farooq)  
Company Secretary

Dated: 28.05.2018  
Place: New Delhi

**STATEMENT PURSUANT TO SCHEDULE V PART II SECTION – II**

**I. GENERAL INFORMATION**

- |  |  |
|--|--|
| (1) Nature of Industry   | : Manufacturing of Mobile Phone, Mobile charger, Mobile battery, LED TV, CRT TV and TV Components<br>: Distribution of IT & Telecom Products<br>: Distribution of Life style Products<br>: Wind Power Generation |
| (2) Date or expected date of Commencement of commercial production.  | : 29.11.1968   |
| (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)<br>i. EBITD : (-) 577.40<br>ii. PBT : (-) 1422.85<br>iii. PAT : (-) 1004.70  |
| (5) Foreign investment or collaborations, if any   | : No foreign collaboration or investment   |

**II INFORMATION ABOUT THE APPOINTEE**

**(A) SHRI GOPAL SITARAM JIWARAJKA**

- |                                       |   |
|---------------------------------------|---|
| (1) Background details :              | Shri Gopal Sitaram JiwaraJka was appointed as director of the Company on 28.08.1987 and has been holding office of the Chairman & Managing Director since 10th November, 2011. 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, electronic & IT industry and depth knowledge of Indian conditions in respect of this industry. |
| (2) Past remuneration :               | Past Remuneration paid to Shri Gopal Sitaram JiwaraJka, Chairman and Managing Director of the company is within the managerial remuneration limit as approved by the members earlier.   |
| (3) Recognition or awards :           | NIL   |
| (4) Job profile and his suitability : | The Company is engaged in the manufacturing of LED TVs, CTV and its components, distribution of IT and telecom products and Wind Power Generation. Shri Gopal Sitaram JiwaraJka, is taking care of Company Business operations with his rich experience in Marketing, Finance, Production and Administration. In view of his varied and vast experience, the Board has bestowed the above responsibilities on him.  |
| (5) Remuneration proposed :           | Provided in relevant Resolution in the AGM Notice.  |