

# SORIL

INFRA RESOURCES

## **SORIL INFRA RESOURCES LIMITED**

*(formerly Store One Retail India Limited)*

(CIN: L52190DL2005PLC181536)

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi - 110 001

Website: www.sorilinfraresources.com, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240

### **NOTICE**

NOTICE is hereby given that an EXTRA-ORDINARY GENERAL MEETING of the members of **SORIL INFRA RESOURCES LIMITED** will be held on Monday, the 20<sup>th</sup> day of August, 2018 at 10:00 A.M. at **Mapple Emerald, Rajokri, NH- 8, New Delhi-110038**, to transact the following business:

#### **SPECIAL BUSINESS:**

##### **Item No. 1:**

**To consider and, if thought fit to pass the following resolution, as a Special Resolution, for shifting of registered office of the Company from “National Capital Territory of Delhi” to the “State of Haryana” and consequent amendment to Memorandum of Association of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said laws or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from “National Capital Territory of Delhi” to the “State of Haryana” and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause II.

‘II. The registered office of the Company will be situated in the State of Haryana.’

**RESOLVED FURTHER THAT** upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the National Capital Territory of Delhi to such place in the State of Haryana as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or the Secretary of the Company, be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

##### **Item No. 2:**

**To consider and, if thought fit to pass the following resolution, as an Ordinary Resolution for the appointment of Mr. Anil Malhan (DIN: 01542646) as Whole-Time Director and Key Managerial Personnel of the Company, designated as Executive Director, for a period of five years, with effect from July 20, 2018:**

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Anil Malhan (DIN: 01542646), be and is hereby appointed as a director, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is

hereby accorded to the appointment of Mr. Anil Malhan (DIN: 01542646), as a Whole-time Director and Key Managerial Personnel of the Company, designated as Executive Director, for a period of five years, with effect from July 20, 2018, at a remuneration, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.”

**Item No. 3:**

**To consider and, if thought fit to pass the following resolution, as an Ordinary Resolution for the appointment of Mr. Gurinder Singh (DIN: 08183046) as an Independent Director of the Company, for a period of five years, with effect from July 20, 2018:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Gurinder Singh (DIN: 08183046) be and is hereby appointed as an Independent Director of the Company for a period of five years, with effect from July 20, 2018 till July 19, 2023 AND THAT he shall not be liable to retire by rotation.”

**Item No. 4:**

**To consider and, if thought fit to pass the following resolution, as a Special Resolution for the appointment of Brig. Labh Singh Sitara (DIN: 01724648) as an Independent Director of the Company, for a period of five years, with effect from July 20, 2018:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Brig. Labh Singh Sitara (DIN: 01724648), who has attained aged of 75 years, be and is hereby appointed as an Independent Director of the Company for a period of five years, with effect from July 20, 2018 till July 19, 2023 AND THAT he shall not be liable to retire by rotation.”

By Order of the Board of Directors  
For **SORIL Infra Resources Limited**

Sd/-

**Vikas Khandelwal**  
Company Secretary

Membership No.: A18475

Place: Gurugram  
Date: July 20, 2018

## NOTES:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding 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 member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office or at Corporate Office of the Company, at Gurugram, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxy form is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
- (c) Electronic copy of the Notice of the Extraordinary General Meeting (EGM) of the Company is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of the said Notice inter-alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent through the permitted mode. The said Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, July 20, 2018, and to Directors and the Auditors of the Company. The Notice of the Meeting is also posted on the website of the Company: [www.sorilinfraresources.com](http://www.sorilinfraresources.com)
- (d) Voting through electronic means:
- I. In compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR Regulations) and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of voting through electronic means, as an alternative, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).
  - II. The facility of voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through ballot paper.
  - III. The Members who cast their vote by remote e-voting prior to the Meeting may also attend the Meeting.
  - IV. The remote e-voting period commences on Friday, August 17, 2018 at 10:00 A.M. and ends on Sunday, August 19, 2018 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (for reckoning voting rights) being, Monday, August 13, 2018, may cast their vote by remote e-voting in the manner and process set out herein below. The remote e- voting module shall be disabled by Karvy for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
  - V. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
  - VI. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (for reckoning voting rights) being, Monday, August 13, 2018.

VII. The Company has appointed Mr. Sidarth Kumar Bhatia (Membership No. 082314) of M/s Sidarth K. Bhatia & Associates, Practicing Chartered Accountant, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

VIII. The process and manner for remote e-voting are as under:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e.-User-ID & password) mentioned on the Notice. Your Folio No. / DP ID Client ID will be your User-ID.

User – ID	<p>For Members holding shares in Demat Form:</p> <ul style="list-style-type: none"> <li>• For NSDL:- 8 Character DP ID followed by 8 Digits Client ID</li> <li>• For CDSL:- 16 digits beneficiary ID</li> </ul> <p>For Members holding shares in Physical Form:</p> <ul style="list-style-type: none"> <li>• Electronic Voting Event Number (EVEN) followed by Folio Number registered with the Company.</li> </ul>
Password	Your Unique password is printed on the EGM Notice / forwarded through the electronic notice via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 10:00 A.M. on Friday, August 17, 2018 till 5.00 P.M. on Sunday, August 19, 2018.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e- Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e. 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast the vote, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - xiii) Corporate/Institutional Members (Corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sidarth\_delhi@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
  - xiv) In case a person has become the Member of the Company after Friday, July 20, 2018 (cut-off date for dispatch of Notice) and holds the shares of the Company as on Monday, August 13, 2018, i.e. the cut-off date (for reckoning voting rights), they may write to Karvy on the email Id: evoting@karvy.com or to Ms. C Shobha Anand, Dy. Gen. Manager, Contact No. 040-67162222, at [Unit: SORIL Infra Resources Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow the steps mentioned above, to cast the vote. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot Password" option available on '[https:// evoting.karvy.com](https://evoting.karvy.com)'.
- (e) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date for reckoning voting rights only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
  - (f) The Chairman of the Meeting shall, at the Meeting, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
  - (g) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting.
  - (h) The Chairman of the Meeting, on receipt of the Scrutinizer's Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sorilinfraresources.com](http://www.sorilinfraresources.com) and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Stock Exchanges.
  - (i) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. Members whose e-mail address is not registered with us are requested to please get your e-mail address registered with us, so that your Company can contribute to the safety of environment.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1:**

Presently, the Company's Registered Office is located at National Capital Territory of Delhi. However, to have effective and smooth conduct of the Company's operations, the Board of Directors of the Company have in their meeting held on July 20, 2018, approved the shifting of registered office of the Company to its Corporate and Head Office, situated at Gurugram, in the State of Haryana and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to alter MOA of the Company and to obtain necessary approval of the Members by way of Special Resolution. The Board recommends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution. The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Members. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the Company on all working days (Monday to Friday) between 11.00 A.M. to 4.00 P.M. up to the date of EGM.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolution, set out at Item No. 1 of the Notice.

### **Item No. 2:**

Upon recommendation by the Nomination & Remuneration Committee, Mr. Anil Malhan (DIN: 01542646) was appointed as an Additional Director and a Whole-Time Director and Key Managerial Personnel of the Company designated as its Executive Director w.e.f. July 20, 2018, for a period of five years at 'Nil' remuneration (excluding the ESOPs, if any, under Company's, existing or future, employees stock option schemes). In terms of the applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder, Members' approval is required for Mr. Malhan to hold the office as such, at a remuneration, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.

#### **Brief profile of Mr. Anil Malhan is as under:**

Mr. Anil Malhan has over 20 years of industry experience and brings deep operational knowledge and first-hand experience in shaping the business strategy, operations etc. During his long association with Indiabulls Group, he has provided leadership & guidance in the areas of administration, regulatory, service industry and projects execution. He also possesses rich and varied experience in the areas of HR, legal, finance and marketing etc.

Mr. Malhan holds masters degree in business administration. He is also a Director on the Board of Airmid Aviation Services Limited, Indiabulls Commercial Credit Limited, Indiabulls Buildcon Limited, Indiabulls Collection Agency Limited and Aspire Land Development Private Limited. He does not hold any shares of the Company and is not related to any other director on the Board of the Company.

Being an Additional Director, he holds office as such, upto the date of the next Annual General Meeting. Keeping in view his vast experience and managerial skills, the Board recommends his appointment as director, liable to retire by rotation and as a Whole-time Director and Key Managerial Personnel on the Board of the Company, as set out at Item No. 2 of this Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

Except Mr. Malhan, none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

**Item Nos. 3 & 4:**

Upon recommendation by the Nomination & Remuneration Committee, Mr. Gurinder Singh (DIN: 08183046) and Brig. Labh Singh Sitara (DIN: 01724648) were appointed as Independent Directors on the Board of the Company, for a period of five years, with effect from July 20, 2018.

**Brief profiles of appointee directors are as under:****Mr. Gurinder Singh, Independent Director (DIN: 08183046):**

Mr. Gurinder Singh, a retired IPS Officer, has been a committed professional with strong leadership qualities, expertise in management and administrative matters. During his distinguished career of 36 years, he handled various key senior positions at State and Centre level and overseas assignments including Consul in the Consulate – General of India in Vancouver, Counselor in the Embassy of India in Vienna, Counselor in the Embassy of India in Cairo and Minister in the High Commission of India in London. He also assisted the Prime Minister of Mauritius, Mr. Naveen Ramgoolam as his National Security Advisor. For his meritorious services, he was awarded the Police Medal in 1995 and the Sarvottam Seva Praman Patra (Distinguished Service medal for Intelligence Officers) in 2004. Mr. Gurinder Singh is an Arts Graduate with specialization in History & Economics from Punjabi University.

He is not on the Board of any other company and is not related to any other director on the Board of the Company. He does not hold any shares in the Company.

**Brig. Labh Singh Sitara, Independent Director (DIN: 01724648):**

Brig. Labh Singh Sitara had a career spanning three decades in Indian Army during which he led troops both in war and peace. Dynamism and human approach are the hallmark of his persona. He is known for his expertise in the areas of administration, project execution and operational matters. He has a knack of diffusing crisis with practical solutions and strong communication skills. He has represented India at an international level and won three medals in the Asian Games. Brig. Sitara has also been awarded Dhyan Chand Award, which is India's highest award for lifetime achievement in sports and games.

Brig. Sitara is an Honorary Sports Advisor to the Sports Department of the Government of Punjab and is also a member of the Punjab Sports Council and Vice President of District Sainik Welfare Department of the Government of Punjab. As a distinguished army officer and an Olympian, he has undergone staff training at the Defence Services Staff College, Wellington, Nilgiris. He holds a bachelor's degree in economics from the Punjab University.

He is also a director on the Board of Indiabulls Real Estate Limited, Indiabulls Housing Finance Limited, Indiabulls Ventures Limited, Citra Properties Limited, Selene Constructions Limited, Lucina Land Development Limited, Athena Infrastructure Limited, IVL Finance Limited and Indiabulls Distribution Services Limited. He does not hold any shares of the Company and is not related to any other director on the Board of the Company.

The Board of Directors of the Company has proposed the appointments of Mr. Gurinder Singh and Brig. Sitara, as Independent Directors of the Company for a period of five years, with effect from July 20, 2018 till July 19, 2023, not liable to retire by rotation.

The proposed appointments of Independent Directors, in the manner as set out in Item Nos. 3 and 4 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations).

In accordance with the latest SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which shall become effective from April 1, 2019), appointment of a person who has attained the age of 75 years as non-executive director on the Board of the Company, shall require members' approval by way of Special Resolution.

Brig. Sitara is a person of high repute, integrity and has rich and varied experience and to reap the benefits of his leadership and governance abilities, the Board of Directors of the Company has proposed the appointment of Brig. Labh Singh Sitara, who has attained age of 75 years, as an Independent Director of the Company, for a period of five years, with effect from July 20, 2018.

The Company has received from the appointee directors, declarations to the effect that they fulfill the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, the appointees fulfill the conditions specified in the Act and Rules made thereunder and Listing Regulations for their appointment as Independent Directors of the Company and they are independent of the Management of the Company.

The Board accordingly recommends, passing of the Ordinary Resolution, as set out at Item No. 3 of this Notice, and passing of the Special Resolution, as set out at Item No. 4 of this Notice, for the approval of the Members of the Company. Except the appointee directors, in respective resolutions, none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 and 4 of this Notice.

By Order of the Board of Directors  
For **SORIL Infra Resources Limited**

Sd/-

**Vikas Khandelwal**

*Company Secretary*

*Membership No.: A18475*

Place: Gurugram

Date: July 20, 2018

# SORIL

INFRA RESOURCES

## SORIL INFRA RESOURCES LIMITED

(formerly Store One Retail India Limited)

(CIN: L52190DL2005PLC181536)

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi - 110 001

Website: www.sorilinfraresources.com, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240

### 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. / DP ID _____ Client ID _____

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature:

or failing him / her

2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature:

or failing him / her

3. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 20<sup>th</sup> day of August, 2018 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038, and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as indicated below:

RESOLUTION NO.	RESOLUTION
1	Shifting of registered office of the Company from "National Capital Territory of Delhi" to the "State of Haryana" and consequent amendment to Memorandum of Association of the Company
2	Appointment of Mr. Anil Malhan (DIN: 01542646) as Whole-Time Director and Key Managerial Personnel of the Company, designated as Executive Director, for a period of five years, with effect from July 20, 2018
3	Appointment of Mr. Gurinder Singh (DIN: 08183046) as an Independent Director of the Company, for a period of five years, with effect from July 20, 2018
4	Appointment of Brig. Labh Singh Sitara (DIN: 01724648) as an Independent Director of the Company, for a period of five years, with effect from July 20, 2018.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Shareholder:

Signature of Proxy Holder(s):

Affix  
Revenue  
Stamp of  
Re. 1/-

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered office or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram, not less than 48 hours before the commencement of the Meeting.

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### ATTENDANCE SLIP

Folio No.*	
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No. of Shares	
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DP ID	
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Client ID	
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*Members or their proxies are requested to present this slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the meeting Hall, for admission.*

Name of the attending Member / Proxy \_\_\_\_\_  
(in BLOCK LETTERS)

I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, the 20<sup>th</sup> day of August, 2018 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature

\* Applicable for Members holding shares in Physical form.

# MAP OF EGM VENUE

Address: Mapple Emerald, Rajokri, NH-8, New Delhi-110038

