

# 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](http://www.sorilinfraresources.com), E-mail: [helpdesk@indiabulls.com](mailto:helpdesk@indiabulls.com), Tel: 0124-6681199, Fax: 0124-6681240

### NOTICE

NOTICE is hereby given pursuant to the relevant provisions of the Companies Act, 2013, as amended (the "Companies Act, 2013") read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, that an **EXTRA-ORDINARY GENERAL MEETING** of the members of **SORIL INFRA RESOURCES LIMITED (the "Company")** will be held on Friday, the 05<sup>th</sup> day of October, 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 preferential issue of Convertible Warrants of the Company to certain Promoters Group entities and a non-promoter entity :**

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("**Listing Regulations**"), and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited and BSE Limited (collectively hereinafter referred to as the "**Stock Exchanges**") where the equity shares of a face value of Rs. 10/- each (the "**Equity Shares**") of the Company are listed and/or any other statutory / regulatory authority, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), consent of members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of up to 1,00,00,000 (One Crore) warrants, convertible into equivalent number of Equity Shares of a face value of Rs. 10/- each of the Company (hereinafter referred to as "**Warrants**") at an exercise price of Rs. 550/- (including a premium of Rs. 540/-) per Equity Share ("**Exercise Price**"), (the "**Preferential Issue**"), and on such terms and conditions as the Board may deems fit without requiring any further approval or consent from the members, in the manner provided hereunder:

- (a) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Jyestha Infrastructure Private Limited, a promoter group entity;
- (b) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Kritikka Infrastructure Private Limited, a promoter group entity;
- (c) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Calleis Properties Private Limited, a promoter group entity;
- (d) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Calleis Constructions Private Limited, a promoter group entity;
- (e) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Calleis Real Estate Private Limited, a promoter group entity; and
- (f) up to 20,00,000 (Twenty Lakhs) Warrants to M/s GSB Advisory Services Private Limited, a non - promoter entity (hereinafter individually or collectively referred to as the "Warrant holders").

**RESOLVED FURTHER THAT** an amount equivalent to 25 per cent of the Exercise Price shall be payable on or before allotment of Warrant(s) and the balance 75 per cent of the Exercise Price shall be payable by the Warrant holders on or before exercise of the entitlement attached to such Warrant(s) and in case the holder of the Warrants does not exercise the option to take Equity Shares against any of the Warrants held by him, the consideration of an amount equivalent to 25 per cent of the Exercise Price paid in respect of such Warrant by the holder of the Warrants shall be forfeited by the Company.

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the Exercise Price of the Warrants is September 05, 2018, being the date which is 30 days prior to the date of Extra Ordinary General Meeting of the Company scheduled to be held on the October 05, 2018.

**RESOLVED FURTHER THAT** the Equity share(s) to be allotted pursuant to the conversion of the Warrants shall rank *pari-passu* with the then existing fully paid up Equity Shares of the Company with respect to dividend and voting rights.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrant holders in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority then the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

**RESOLVED FURTHER THAT** the Warrants and/or the Equity Shares to be offered, issued and allotted pursuant of the option attached to Warrants shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations; and the Equity Shares so offered, issued and allotted shall be in dematerialized form and shall be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Warrants shall be convertible into equivalent number of Equity Shares, in one or more tranches, within a period of 18 months from the date of their allotment; and that the number of Equity Shares that each Warrant gets converted into and the Exercise Price shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring etc.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of the Warrants and/or Equity Shares upon exercise of the entitlement attached to Warrants, the Board or any Committee constituted by the Board in this regard, be and are jointly and severally authorized to do all such acts, deeds, matters and things, including filing application, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the issue, allotment and listing of Equity Shares to be allotted upon conversion of the Warrants, as they may, in their absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the proposed allottee(s), to issue and allot Equity Shares to be allotted upon conversion of the Warrants, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, including a share subscription agreement, documents in connection and incidental thereto, in their absolute discretion, without being required to seek any fresh approval of the Board or of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Warrants and/or Equity Shares upon conversion of Warrants and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that their decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Committee of the Board or any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**Item no. 2:**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for increase in authorized share capital of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 61 of the Companies Act, 2013 and the rules framed thereunder and other applicable provisions, if any, and the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased to Rs. 75,00,00,000/- divided into 7,10,00,000 Equity Shares of Rs. 10/- each and 40,00,000 Preference Shares of Rs. 10/- each and that the existing Clause V(a) of the Memorandum of Association of the Company be and is hereby substituted with the following Clause V(a):

V(a) The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores) divided into 7,10,00,000 (Seven Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 40,00,000 (Forty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.”

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

Sd/-

**Vikas Khandelwal**  
Company Secretary  
Membership No.: A18475

Place: Gurugram  
Date: September 08, 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 business 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, September 07, 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 Tuesday, October 02, 2018 at 10:00 A.M. and ends on Thursday, October 04, 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, Friday, September 28, 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, Friday, September 28, 2018.
  - VII. The Company has appointed Ms. Neha Sharma (Membership No. A44741) of M/s. Neha S & Associates, Practicing Company Secretaries, 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 Tuesday, October 02, 2018 till 5.00 P.M. on Thursday, October 04, 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/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to csneha.sharma2016@gmail.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, September 07, 2018 (cut-off date for dispatch of Notice) and holds the shares of the Company as on Friday, September 28, 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’.

- (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 scrutiner, 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) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, without any fee, at the Registered Office and at Corporate Office of the Company at Gurugram, during normal business hours (11.00 a.m. to 5:00 p.m.) on all working days except Saturdays, upto and including the date of EGM of the Company.
- (j) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance 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**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 1 and 2 of the accompanying Notice dated September 8, 2018.

### **Item No. 1**

To fund the diversification/ expansion of the existing and future businesses and to further augment the long-term financial resources of the Company and its existing/ future subsidiaries, the Board of Directors of the Company ("Board") at its meeting held on September 08, 2018 considered raising funds and as a reflection of the confidence that the ultimate promoters of the Company have in the future of the Company, the promoter group entities, which are promoter(s) of the promoter/ parent of the Company, have agreed to subscribe to the offer and infuse further capital into the Company aggregating up to Rs.440 Crores (Rupees Four Hundred Forty Crores). Also, a non-promoter entity has also agreed to subscribe to the offer and infuse capital into the Company aggregating up to Rs.110 Crores (Rupees One Hundred Ten Crores). The Board of Directors of the Company has accordingly authorized to issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of up to 1,00,00,000 ( One Crore) Warrants, convertible into equivalent number of Equity shares of a face value of Rs. 10/- each of the Company at an Exercise price of Rs. 550/- (including a premium of Rs. 540/-) per Equity share ("Exercise Price") ("Warrants"), as detailed hereinafter, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion subject to the approval of the members by way of passing a Special Resolution and detailed in the resolution as set out in item no.1 of the accompanying notice:

- (a) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Jyestha Infrastructure Private Limited, a promoter group entity;
- (b) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Kritikka Infrastructure Private Limited, a promoter group entity;
- (c) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Callies Properties Private Limited, a promoter group entity;
- (d) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Calleis Constructions Private Limited, a promoter group entity;
- (e) up to 16,00,000 (Sixteen Lakhs) Warrants to M/s Calleis Real Estate Private Limited, a promoter group entity; and
- (f) up to 20,00,000 (Twenty Lakhs) Warrants to M/s GSB Advisory Services Private Limited, a non - promoter entity (hereinafter individually or collectively referred to as the "Warrant holders").

The offer and issue of Warrants and /or Equity shares upon exercise of the entitlement attached to the warrant to the Warrant holders is/are in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and any other rules / regulations / guidelines, if any, prescribed by any other regulatory authorities.

The other disclosures in accordance with the Companies Act, 2013, as amended, the ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution set out at Item No. 1 of the accompanying Notice are as follows:

1. **Date of Board resolution approving the Preferential Issue:** September 08, 2018.
2. **The Objects of the Preferential Issue:** To fund the diversification/ expansion of the existing and future businesses and to further augment the long-term financial resources of the Company and its existing/ future subsidiaries; and for general corporate purposes.
3. **The total number of securities to be issued:** The resolution as set out at Item No. 1 in the accompanying notice authorizes the Board to issue up to 1,00,00,000 (One crore) Warrants of the Company convertible into equivalent number of Equity shares, for cash consideration aggregating upto INR 550 Crores (Indian Rupees Five Hundred Fifty Crores) at the Exercise Price and on the terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations.
4. **Contribution being made by the promoters or directors of the Company either as part of the offer or separately in furtherance of objects/ the proposal of the promoters / directors or key management personnel ("KMPs") of the Company to subscribe to the offer:** In addition to an investor (non-promoter entity), the ultimate promoter(s)/promoter group entities, shall be subscribing to the Warrants under the Preferential Issue, as set out in resolution at item no 1 of this notice. Letter(s) of intent from the aforesaid proposed allottee (s) agreeing to subscribe to the offer has been received. Other than this, none of the existing promoter/ directors /KMPs shall subscribe to the Warrants under the Preferential Issue.
5. **The Equity Shareholding pattern before and after the Preferential Issue:** The Equity shareholding pattern of the Company pre and post the Preferential Issue, is given below:

Category	Pre Issue*		Post Preferential issue**		Post Preferential issue***	
	No. of Shares held	% of share	No. of Shares held	% of share	No. of Shares held	% of share
<b>Promoters' holding</b>						
Indian:						
Individual	0	0.00	0	0.00	0	0.00
Bodies Corporate	2,03,83,310	73.85	2,83,83,310	68.39	2,83,83,310	61.70
<b>Sub-Total</b>	<b>2,03,83,310</b>	<b>73.85</b>	<b>2,83,83,310</b>	<b>68.39</b>	<b>2,83,83,310</b>	<b>61.70</b>
Foreign Promoters	0	0.00	0	0.00	0	0.00
<b>Sub-Total (A)</b>	<b>2,03,83,310</b>	<b>73.85</b>	<b>2,83,83,310</b>	<b>68.39</b>	<b>2,83,83,310</b>	<b>61.70</b>
<b>Non-Promoters' holding</b>						
Institutional Investors	1,17,458	0.43	40,17,458	9.68	40,17,458	8.73
Non-Institution:						
Bodies Corporate	13,01,562	4.72	33,01,562	7.96	33,01,562	7.18
Indian Public	52,36,168	18.97	52,36,168	12.62	97,36,168	21.17
Others	5,61,502	2.03	5,61,502	1.35	5,61,502	1.22
<b>Sub-Total (B)</b>	<b>72,16,690</b>	<b>26.15</b>	<b>1,31,16,690</b>	<b>31.61</b>	<b>1,76,16,690</b>	<b>38.30</b>
Custodian (C )	0	0.00	0	0.00	0	0.00
<b>GRAND TOTAL (A) + (B)</b>	<b>2,76,00,000</b>	<b>100.00</b>	<b>4,15,00,000</b>	<b>100.00</b>	<b>4,60,00,000</b>	<b>100.00</b>

\* the pre-issue shareholding pattern is as of August 31, 2018, being the last available BENPOS as on the date of this Notice.

\*\* assuming no change in pre-issue shareholding pattern, except (i) conversion of 1,00,00,000 Warrants, proposed to be issued under present preferential issue, into equivalent number of Equity shares of the Company (ii) allotment of 39,00,000 Equity shares to certain Foreign Portfolio Investor(s), registered with SEBI, which has been authorized by the Board at its meeting held on August 30, 2018, and is subject to approval by the Members of the Company at the 13<sup>th</sup> Annual General Meeting scheduled to be held on September 29, 2018 and all applicable regulatory approvals, in this regard.

\*\*\* in addition to above, assuming conversion all existing convertible securities i.e 45,00,000 Employee Stock Options convertible into equivalent Equity shares of the Company

6. **Proposed time within which the Preferential Issue shall be completed:** The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where allotment is pending on account of pendency of any approval from any regulatory authorities/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
7. **Relevant date and pricing of the issue:** In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the Exercise Price of the Warrants is September 05, 2018 i.e the date which is 30 days prior to the date of this Extra Ordinary General Meeting of the Company scheduled to be held on the October 05, 2018 to approve the proposed Preferential Issue in terms Sections 42 and 62 of the Companies Act, 2013. The "floor price" so calculated in terms of Regulation 76 of the ICDR Regulations is Rs. 549.65/- per Warrant. The Exercise Price for each Warrant is fixed at Rs. 550/-.  
  
The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the provisions of the Chapter VII of the ICDR Regulations.
8. **Basis for Justification of Price:** The Exercise Price of Rs. 550/- per Warrant is above the floor Price, computed in accordance with the provisions of Chapter VII of the ICDR Regulations.
9. **Auditors' Certificate:** A copy of certificate from M/s. Agrawal Prakash & Co., Statutory Auditors of the Company, having their office at 508, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001, certifying that the above issue of Warrants is being made in accordance with the provisions of the Chapter VII of the ICDR Regulations shall be placed before the shareholders of the Company at the Extra Ordinary General Meeting and shall also remain open for inspection by the members of the Company, at the registered office of the Company, from 11.00 AM till 5.00 PM during all working days (from Monday to Friday) till the date of Extra Ordinary General Meeting.

**10. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue:**

Sr. No.	Name and Address of the proposed allottee(s)	Category (Promoter/ Non-promoter)	Name of beneficial owners of proposed allottee(s)	Pre-preferential holding (as on date of this Notice i.e. September 08, 2018)	No. of shares proposed to be issued under present preferential issue	Percentage of post preferential issue capital*
1.	Jyestha Infrastructure Private Limited Address: 296, Forest Lane, Neb Sarai Sainik Farms, New Delhi-110068 Country of Incorporation: India	Promoter group	Mr. Sameer Gehlaut** (PAN:AFMPG9469E)	Nil	16,00,000	3.48%
2.	Kritikka Infrastructure Private Limited Address: 296, Forest Lane, Neb Sarai Sainik Farms, New Delhi-110068 Country of Incorporation: India	Promoter group	Mr. Sameer Gehlaut** (PAN:AFMPG9469E)	Nil	16,00,000	3.48%
3.	Calleis Properties Private Limited Address: 296, Forest Lane, Sainik Farms, New Delhi-110068 Country of Incorporation: India	Promoter group	Mr. Sameer Gehlaut** (PAN:AFMPG9469E)	Nil	16,00,000	3.48%
4.	Calleis Constructions Private Limited Address: 296, Forest Lane, Sainik Farms, New Delhi-110068 Country of Incorporation: India	Promoter group	Mr. Sameer Gehlaut** (PAN:AFMPG9469E)	Nil	16,00,000	3.48%
5.	Calleis Real Estate Private Limited Address: 296, Forest Lane, Sainik Farms, New Delhi-110068 Country of Incorporation: India	Promoter group	Mr. Sameer Gehlaut** (PAN:AFMPG9469E)	Nil	16,00,000	3.48%
6.	GSB Advisory Services Private Limited Address: B- 243, Floor-24, Plot-85,B, Maker Tower-G, D Somani Marg, World Trade Centre, Cuffe Parade, Mumbai-400005, Maharashtra Country of Incorporation: India	Non-promoter	Mr. Gagan Banga** (PAN:AGUPB4458P)	Nil	20,00,000	4.35%

\* assuming (i) conversion of 1,00,00,000 Warrants, proposed to be issued under present preferential issue, into equivalent number of Equity shares of the Company; (ii) allotment of 39,00,000 Equity shares to certain Foreign Portfolio Investor(s), registered with SEBI, which has been authorized by the Board at its meeting held on August 30, 2018, and is subject to approval by the Members of the Company at the 13<sup>th</sup> Annual General Meeting scheduled to be held on September 29, 2018 and all applicable regulatory approvals, in this regard; and (iii) conversion all existing convertible securities i.e 45,00,000 Employee Stock Options convertible into equivalent Equity shares of the Company.

\*\*The beneficial owner, directly or indirectly or through relatives, controls and holds 100 % of the equity share capital of the respective proposed allottee(s).

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.



**11. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Till the date of this notice, no allotment has been made during the year.

The Board of Directors of the Company at its meeting held on August 30, 2018 has, in accordance with ICDR Regulations, approved the issuance and allotment of an aggregate of upto 39,00,000 Equity Shares of INR 10 each, at an issue price of INR 539 (including a premium of INR 529) per Equity Share, on preferential basis to certain foreign portfolio investor(s), registered with the SEBI, approval for which is being sought by the Members of the Company at the 13<sup>th</sup> Annual General Meeting, scheduled to be held on September 29, 2018.

**12. Lock-in:**

- i) The Warrants and the Equity shares to be allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in Equity shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.
- ii) The entire pre- preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

**13. Disclosure pertaining to willful defaulters:**

Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

**14. General:**

- i. An amount equivalent to 25 per cent of the Exercise Price shall be payable for subscribing to the Warrants.
  - ii. The holder of Warrants will be entitled to apply for and be allotted, in one or more tranches, 1 (one) Equity share of the face value of Rs. 10/- each of the Company per Warrant at any time after the date of allotment thereof but on or before the expiry of 18 months from the date of allotment of Warrants.
  - iii. Upon exercise of the right to subscribe for Equity shares, the Warrant holders shall be liable to make the payment of balance sum, being 75 per cent of the Exercise Price, towards subscription to each Equity share, as may be applied. The amount paid against subscription of Warrants shall be adjusted / set off against the issue/exercise price of the resultant Equity shares.
  - iv. Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one Equity share per warrant by appropriating Rs. 10/- towards Equity share capital and the balance amount paid against each Warrant towards the securities premium.
  - v. In the event of entitlement attached to Warrants to subscribe for Equity shares is not exercised within the period of 18 months from the date of allotment of Warrants, the same shall be lapsed and the amount paid on the Warrants shall stand forfeited.
  - vi. The Warrant holders shall also be entitled to any future issue of bonus / rights, if any, and/or any other corporate action and the Company shall reserve proportionate of all such entitlement(s) for the Warrant holders.
  - vii. The Warrants by itself does not give to the Warrant holder(s) any rights of the shareholders of the Company.
- 15. The Company undertakes that if required, the price shall be recomputed in terms of the provisions of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee(s).**

The Board at its meeting held on September 08, 2018 has approved the issue and allotment of Warrants on a preferential in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 & 62 of the Companies Act, 2013, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Chapter VII of the ICDR Regulations, the above Preferential Issue requires approval of shareholders of the Company by way of a Special Resolution. The Board, therefore, recommend the Resolution at Item No. 1 of the accompanying Notice, for approval by shareholders of the Company by way of a Special Resolution.

The Promoter/ultimate promoters and their relatives may deem to be interested in this resolution. However except that, none of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

**Item No. 2:**

To accommodate the conversion of Warrants, proposed to be issued as set out at item no 1 of this notice, and to enable the Company to raise further capital, it is proposed to increase the authorised share capital of the Company to Rs. 75,00,00,000/- divided into 7,10,00,000 Equity Shares of Rs. 10/- each and 40,00,000 Preference Shares of Rs. 10/- each.

In terms of the provisions of Section 61 of the Companies Act, 2013, any increase in the authorised share capital requires prior approval of the members of the Company. Accordingly, the resolution at Item No. 2 of the Notice seeks approval of the Members for increase of the authorized share capital of the Company and consequential change in Clause V(a) of the Memorandum of Association of the Company.

A copy of the Memorandum of Association with the proposed changes is available at the registered office & corporate office of the Company for inspection by Members from Monday to Friday from (11.00 a.m. to 5:00 p.m.) till the date of the Extraordinary General Meeting. The Board accordingly recommends, passing of an Ordinary Resolution, as set out at Item No. 2 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

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

Place: Gurugram  
Date: September 08, 2018

Sd/-  
Vikas Khandelwal  
*Company Secretary*  
Membership No.: A18475

# 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](http://www.sorilinfraresources.com), E-mail: [helpdesk@indiabulls.com](mailto: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 Friday, the 05th day of October, 2018 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi- 110038, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as indicated below:

RESOLUTION NO.	RESOLUTION(S)
1	Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company.
2	Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/-.

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

Signature of Shareholder:

Signature of Proxy Holder(s):

Affix  
Revenue  
Stamp of  
Re. 1/-

#### Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office mentioned above or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram-122016, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a Member of the Company.
- (3) A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding of not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.

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# 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](http://www.sorilinfraresources.com), E-mail: [helpdesk@indiabulls.com](mailto:helpdesk@indiabulls.com), Tel: 0124-6681199, Fax: 0124-6681240

### 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 Extra-ordinary General Meeting of the Company held on Friday, the 05th day of October, 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

