



INFRA RESOURCES

SORIL INFRA RESOURCES LIMITED

CIN: L52190HR2005PLC077960

Registered Office: 448-451, Udyog Vihar, Phase V, Gurugram – 122016, Haryana

Website: www.sorilinfraresources.com, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681111

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) and other applicable laws and regulations, to transact the Special Business, set out in this Notice, as Special Resolutions, through Postal Ballot by the Members of SORIL Infra Resources Limited (“**the Company**”).

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a ‘Postal Ballot Form’ and self-addressed, postage pre-paid envelope (postage borne by the Company).

You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid envelope (postage borne by the Company), so as to reach the Scrutinizer, at the Registered Office of the Company on or before 5:00 P.M. on Wednesday, February 5, 2020, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid and it will be considered that no reply has been received from the Member.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide electronic voting (“**e-voting**”) facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. KFin Technologies Private Limited (KFintech) to provide e-voting facility. The e-voting facility is available from Tuesday, January 7, 2020 (10:00 A.M. onwards) till Wednesday, February 5, 2020 (up to 5:00 P.M.). For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated in the notes to this Notice. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountant, Gurugram, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Company latest by 12:00 Noon on Thursday, February 6, 2020. The result of the Postal Ballot will be announced, upon receipt of report, latest by 5:00 P.M. on Thursday, February 6, 2020 at the Company’s registered office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer’s report will also be placed on Company’s website i.e. www.sorilinfraresources.com and the website of KFintech i.e. <https://evoting.karvy.com> and shall also be displayed at the Company’s Registered office.

SPECIAL BUSINESS:

Item No. 1:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for increase in borrowing powers of the Company:

“RESOLVED THAT in supersession of the resolution passed at the Twelfth Annual General Meeting of the Company held on Thursday, 28th September 2017, consent of the members of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers conferred by this resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company’s bankers in its ordinary course of business), may exceed the aggregate of its paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs 2,000 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which the Company borrows the money, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such other acts, deeds and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors and/ or directors and / or officers of the Company, to give effect to the authority of this resolution.”

Item No. 2

To consider and, if thought fit, to pass the following resolution as a Special Resolution for approval of Trust Route and Secondary market acquisition for the implementation of Company’s ESOP Scheme(s) and/or Employee Benefit Plan(s).

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions 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 the Compensation Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to implement ‘SORIL Infra Resources Limited Employee Stock Option Scheme - 2009 and SORIL Infra Resources Limited Employee Stock Option Scheme - 2009(II)’ (hereinafter referred to as the “Scheme(s)”) through an Employees Welfare Trust (hereinafter referred to as “Trust”) to be instituted as per the provisions of all applicable laws, including without limitation, Indian Trust Act, 1882, as amended, the SBEB Regulations and the Companies Act, 2013 and the rules made thereunder and the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company for the purpose of implementation of the Scheme(s) or any other employee stock plan or share based employee benefit plan, which may be introduced by the Company from time to time, (hereinafter referred to as “Employees Benefit Plan”), or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

RESOLVED FURTHER THAT the Trust, in compliance with the SBEB Regulations, may purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 4% (four Percent) of the equity paid-up share capital of the Company, as required for the purpose of administration and implementation of the Scheme(s) and/or Employees Benefit Plan, at such price or prices, in one or

more tranches and on such terms and conditions, as may be determined by the Trust, however that such secondary acquisition by the Trust in any financial year shall not exceed 2% (Two Percent) of the paid-up equity share capital, as at the end of the previous financial year, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or demerger or other re-organization, the Board may decide on the fair and reasonable adjustment to be made to the ESOPs and/or its exercise price, in compliance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

Item No. 3:

To consider and, if thought fit, to pass the following resolution as a Special Resolution for giving loan and/or providing guarantee or security by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under ESOP Scheme(s) and/or Employee Benefit Plan(s).

“**RESOLVED THAT** pursuant to the provisions of Section 67 (3)(b), 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “**SBEB Regulations**”), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time (hereinafter referred to as “**Companies Rules**”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to the Employees Welfare Trust (hereinafter referred to as “**Trust**”), to be set up by the Company, in one or more tranches and on such terms and conditions as may be deemed fit by the Board, for an amount not exceeding 5% (Five percent) of the aggregate of the paid up share capital and free reserves of the Company or any other limits as prescribed under SBEB Regulations read with the Companies Act and applicable Rules, for the purpose of purchase of fully paid-up equity shares of the Company by the Trust/Trustees, in one or more tranches, for implementation of ‘SORIL Infra Resources Limited Employee Stock Option Scheme - 2009 and SORIL Infra Resources Limited Employee Stock Option Scheme - 2009(II)’ (hereinafter referred to as the “**Scheme(s)**”), or any other employee / plan or share based employee benefit plan which may be introduced by the Company, from time to time (hereinafter referred to as “**Employee Benefit Plan(s)**”) with a view to deal in such equity shares in line with contemplated objectives of the Scheme(s) or for any other purpose(s) as permitted under and in due compliance with the provisions of the SBEB Regulations, the Companies Rules and other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable by the Trust and recoverable by the Company, from time to time, during the term of the Scheme(s) and or Employee Benefit Plan(s) as the case may be in accordance with the provisions of the Scheme(s) and all applicable laws including the SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts

that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

By Order of the Board of Directors

For SORIL Infra Resources Limited

Sd/-

Vikas Khandelwal

Company Secretary

Membership No.: ACS 18475

Place: Gurugram

Date: January 2, 2020

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Tuesday, December 31, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. The Postal ballot Notice will be available on Company's website www.sorilinfraresources.com.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot.
5. The Board of Directors has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountant, Gurugram, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from Tuesday, January 7, 2020 (10:00 a.m. onwards) till Wednesday, February 5, 2020 (up to 5:00 pm) as the e-voting module shall be disabled for voting by KFin Technologies Pvt. Ltd. and no voting shall be allowed beyond 5:00 pm of Wednesday, February 5, 2020. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Wednesday, February 5, 2020. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.
8. All material documents related to the abovementioned resolution and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till Wednesday, February 5, 2020.

9. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first. For voting, please read carefully the "Procedure/instructions for voting" enumerated herein:
10. The Postal Ballot Notice is placed in the 'Investors' section on the Company's website.
11. A Member cannot exercise his vote by proxy on Postal Ballot.
12. Corporate/ Institutional Members (that is, other than individuals, HUF, NRI, etc.) opting for Postal Ballot voting are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
13. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to evoting@karvy.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
14. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
16. The Scrutinizer will submit his report to the Executive Director / Director / Company Secretary after the completion of scrutiny, and the result of the voting by Postal Ballot and e-voting will be announced by the Executive Director or any Director or Company Secretary of the Company duly authorized, on or before Thursday, February 6, 2020 at the Registered Office of the Company and will also be displayed on the Company's website, and communicated to the Stock Exchanges, Registrar and Share Transfer Agent on the said date.
17. The date of declaration of results of voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
18. The Results shall be declared along with the Scrutinizers' Report latest by 5:00 p.m. on Thursday, February 6, 2020 at the Registered Office of the Company and shall also be placed on the Company's website www.sorilinfraresources.com and on the website of KFin Technologies Pvt Ltd., and shall be communicated to the Stock Exchanges wherein the Company's shares are listed.

19. PROCEDURE/INSTRUCTIONS FOR VOTING

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

The instructions for Members for e-voting are as under:

A. In case a Member receives an e-mail from KFin Technologies Pvt. Ltd and wants to vote electronically:

- 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/DP Client ID will be your User-ID.

User ID	For members holding shares in Demat Form: <ul style="list-style-type: none"> • For NSDL: 8 Character DP ID followed by 8 Digits Client ID. • For CDSL: 16 digits beneficiary ID. For Members holding shares in Physical Form: <ul style="list-style-type: none"> • Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company.
Password	Your Unique password is printed on the Postal Ballot Notice / Electronic notice forwarded through 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 Tuesday, January 7, 2020 (10:00 a.m. onwards) till Wednesday, February 5, 2020 (up to 5:00 pm) (both days inclusive).
- 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 (AZ), 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 KFin Technologies 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 first 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 shareholders do not want to cast, 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. Corporates/Institutional Members (corporate /Fls/Flls/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to nishantmittal1995@gmail.com with copy to evoting@karvy.com. The scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”
- xiv. If you are already registered with KFinTech 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’.

- xv. The Results of the e-voting shall be declared along with the Scrutinizers' Report by placing it on the Company's website www.sorilinfraresources.com and on the website of KFin Technologies Pvt Ltd. within three (3) days of closing of e-voting facility and shall be communicated to the Stock Exchanges wherein the Company's shares are listed.

B. In case a Member receives Postal Ballot Form through Post and wants to vote electronically:

- i. Initial password is provided along with the Postal Ballot Form.
ii. Please follow all steps from Sl. No. (i) to Sl. No. (xv) as mentioned in (A) above, to cast e-vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact KFin Technologies Pvt. Ltd. at Tel. No. 1800 3454 001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Ms. C Shobha Anand, Dy. General Manager, KFin Technologies Pvt. Ltd. at Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel no. +91 40 67162222, and e-mail ID: einward.ris@kfintech.com.

20. Eligible Members who have not received the Postal Ballot Notice or received the Postal Ballot notice by email and wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company www.sorilinfraresources.com.
21. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolutions.
22. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent: KFin Technologies Private Limited (Unit: SORIL Infra Resources Limited) Selenium Tower B, Plot No. 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67162222 Fax: +91 40 23001153 Email: einward.ris@kfintech.com. The members are requested to update / register their email addresses with the Company's RTA / Depositories, to facilitate timely receipt of all communications / notices by the Company and effective participation by the shareholders of the Company in exercise of their voting rights.

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

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder to enable the members holding Equity Shares of the Company to consider and approve the proposed Special Resolutions.

Item No. 1:

The shareholders of the Company in their Twelfth Annual General Meeting held on 28th September, 2017 authorized the Company to borrow monies upto Rs 1000 Crores, however for accelerating growth in present days' favorable macro-economic environment and to adequately capitalize the subsidiary companies, the Company may be required to raise funds from Banks / Institutions / Corporates etc., the aggregate of which may exceed the existing limits. It is therefore proposed to sought shareholders' approval, as an enabling authorization, to increase the existing borrowing limits of the Company to Rs 2,000 Crores, to enable the Company to capitalize the opportunities, as may be available in diversified businesses of the Company and its subsidiaries, as an inability to borrow monies may impede the Company's growth. In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, in a case where the borrowings sought to be made by the Company, together with the outstanding borrowings, at the relevant point of time, exceeds the aggregate of paid up capital and free reserves of the Company, a prior approval of the shareholders by way of a special resolution is required.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 1 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. 1 of this Notice.

Item Nos. 2 & 3:

Stock benefit schemes are an effective means of aligning the long-term interests of the employees with those of the Company. Stock benefit schemes provide an opportunity to employees to participate in the growth of a company and create long-term wealth. Equity-based compensation also serves to attract, retain and motivate key employees. The Company also use stock benefit schemes as a way to incentivize employees, who through their skills and performance have played a vital role in the success of the Company and are considered indispensable for the future growth of the Company.

With a view that there should not be any dilution in shareholding of the shareholders of the Company, it is proposed that the shares granted/to be granted, under the scheme(s) are proposed to be out of those purchased from the secondary market. To this effect, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations"), as amended, the Company proposes to implement the share based employees benefits scheme(s) inter-alia including 'SORIL Infra Resources Limited Employee Stock Option Scheme - 2009 and SORIL Infra Resources Limited Employee Stock Option Scheme - 2009(II)' or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter individually and/or collectively referred to as the "**Scheme(s)**") through an employees welfare trust. In line with the SBEB Regulations, the Company proposes to create an employees welfare trust titled "SORIL Infra Resources Limited – Employees Welfare Trust" (the "**Trust**") to efficiently manage the current as well as any future Schemes. The Trust may acquire, purchase, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 4% (four percent) of the equity paid-up share capital of the Company, as required for the purpose of administration and implementation of the Scheme(s) at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Trust. However, that such secondary acquisition by the Trust in any financial year shall not exceed 2% (two percent) of the paid-up equity share capital as at the end of the previous financial year, or such other limit, as prescribed under SBEB Regulations and any other applicable laws and regulations. Since shares granted under the scheme(s) will only be out of those purchased from the secondary market, there will be no dilution in shareholding. The promoter of the Company would not be covered under the Share Based Employee Benefits Schemes. The promoter would also not be a beneficiary of the Employees Welfare Trust.

For the purpose of administration and implementation of the Scheme(s) through Trust by way of secondary market acquisitions, the Board is authorized to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to the Trust, in one or more tranches and on such terms and conditions as may be deemed fit by the Board, for an amount not exceeding 5% (Five percent) of the aggregate of the paid up share capital and free reserves of the Company, or any other limits as prescribed under SBEB Regulations read with the Companies Act and applicable Rules.

The Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme(s).

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

Class of employees for whose benefit the Scheme(s) is being implemented and money is being provided for purchase of or subscription to shares:

Following class/ classes of employees are entitled to participate in the Scheme(s) and accordingly shall be beneficiaries to the Scheme(s) being implemented and money being provided for purchase of or subscription to shares:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company(ies) / Holding company/ working with respective subsidiary company/ holding company or on deputation with any other company.

Following class / classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013

Particulars of the trustees or Employees in whose favour such shares are to be registered:

It is contemplated that the Trust or one or more of the designated Trustees shall acquire and hold the fully paid-up equity shares in due compliance of the relevant provisions of SBEB Regulations and other applicable provisions. The Trust or Trustees shall transfer the fully paid-up equity shares in favour of the Employees upon exercise by them after realisation of exercise price.

Particulars of Trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust in the nature of an Employees Welfare Trust is proposed to be set-up with the name "SORIL Infra Resources Limited – Employees Welfare Trust" having its registered office at M-62&63, First Floor, Connaught Place, New Delhi – 110 001.

The Trustee(s) would be appointed by the Board and / or the Committee duly authorised by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013 and the SBEB Regulations.

A person shall not be appointed as a trustee to hold such shares, if he (a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or (b) beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

Any interest of key managerial personnel, directors or promoters in such Scheme(s) or Trust and effect thereof:

Promoters are not eligible to be covered under the Scheme(s). However, key managerial personnel, directors (other than promoter directors or independent directors) may be covered or interested under the Scheme(s) but only to the extent of stock options as may granted to them, if any, under the Scheme(s), in compliance with the SBEB Regulations.

Detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme(s):

The Eligible Employees, who have been granted or shall be granted ESOPs, under the Scheme(s), shall be befitted, upon vesting of ESOPs. After vesting and on exercise, the Trust / Trustees shall transfer corresponding number of fully paid-up equity shares to the Employees. The Employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise. The Employees would get the benefit on sale of shares depending on sale price of such shares. In case of cashless system of exercise of vested ESOPs, the Committee shall be entitled to specify such procedures and/or mechanisms for the equity shares to be dealt with thereon as may be necessary and the same shall be binding on the grantees.

Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme(s) would be exercised:

As per SBEB Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. The voting rights can be exercised by an Employee only when the equity shares are transferred to them after due process of exercise of ESOPs/Shares.

In terms of applicable provisions of the Companies Act, 2013, and SBEB Regulations, consent of the Shareholders is being sought by way of Special Resolution(s) set out at Item No. 2 & 3 of this Notice.

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the above resolution, except to the extent of their entitlements, if any. The Board recommends passing of the said Resolutions, as set out at Item No. 2 & 3 of this Notice, as Special Resolution(s), in the interest of the Company.

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

Sd/-

Vikas Khandelwal
Company Secretary

Membership No.: ACS 18475

Place: Gurugram
Date: January 2, 2020