



October 5, 2018

Scrip Code - 532679

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

SORILINFRA

National Stock Exchange of India Limited

‘Exchange Plaza’

Bandra-Kurla Complex, Bandra (East)
MUMBAI – 400 051

Sub: Outcome of Extra-ordinary General Meeting of the Members of SORIL Infra Resources Limited (‘the Company’) held on Friday, October 5, 2018 and disclosures under Regulations 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations).

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the followings:

(A) Summary of the proceedings of Extra-ordinary General Meeting (EGM) of the Members of the Company held today at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

The Extra-Ordinary General Meeting of the Members of the Company was held on Friday, October 5, 2018, at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038 (“EGM”).

Of the Directors present at the meeting, the shareholders unanimously appointed Mr. Anil Malhan, Executive Director of the Company, to chair the meeting.

Mr. Anil Malhan thanked the members and occupied the chair. The requisite quorum being present, Mr. Anil Malhan called the meeting to order and welcomed the Members to the meeting.

The meeting was attended by 74 Members (including Proxies), Mr. Anil Malhan, Executive Director and Member of Stakeholders Relationship Committee and Mrs. Sargam Kataria, Director and Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

On the agenda as mentioned in the Notice dated September 8, 2018, the Chairman informed that 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

SORIL Infra Resources Limited

(formerly Store One Retail India Limited)

Corporate Office: ‘Indiabulls House’ 448-451, Udyog Vihar, Phase-V, Gurugram-122016 | Tel : 0124 6681199 | Fax : 0124 6681111

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi – 110001 | Tel: 011 30252900 | Fax: 011 30252901

CIN: L52190DL2005PLC181536, **Website:** www.sorilinfraresources.com , **E -mail:** helpdesk@indiabulls.com



September 8, 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").

Further, the members were informed that the Board of Directors at their meeting held on the September 08, 2018, had approved the increase in authorised share capital of the Company to Rs. 75,00,00,000/- (Rupees Seventy Five Crores), in order to accommodate the conversion of Warrants, proposed to be issued as set out at Item No. 1 of notice dated September 8, 2018, and to enable the Company to raise further capital.

It was also informed that the copy of certificate of Statutory Auditors of the Company, certifying that the preferential issue of equity shares is being made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, alongwith other documents as required under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are placed before the meeting.

The shareholders were then informed that for the proposed issue and allotment of Convertible Warrants and increase in authorised share capital of the Company to Rs. 75,00,00,000, as such, in the manner as stated in detail in the said notice dated September 8, 2018, the shareholders' approvals are required in compliance with the applicable legal/ regulatory requirements, for which this meeting had been convened.

Thereafter, with the consent of the Members, the Notice convening the EGM was taken as read.

The members were informed that the Company had offered the facility of voting through electronic means from Tuesday, October 02, 2018 at 10:00 A.M. till Thursday, October 04, 2018 at 5:00 P.M. and the Company has made arrangements for Poll at the venue of the meeting.

The following items of businesses, as set out in the Notice dated September 8, 2018 convening this meeting, were transacted through remote E-voting and Poll at the EGM Venue:

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CIN: L52190DL2005PLC181536, **Website:** www.sorilinfraresources.com , **E-mail:** helpdesk@indiabulls.com



Special Business:

1. Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company. (Special Resolution).
2. Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/- (Ordinary Resolution).

Based on the Scrutinizers' Report dated October 5, 2018 issued by Ms. Neha Sharma of M/s Neha S & Associates, Practicing Company Secretaries, and Mrs. Shashi Gupta (DP ID/Client ID no. 12019101/01543157) and Mr. Vijay Sharma (DP ID/Client ID no. IN302269/12930328), Member(s) of the Company, all the aforementioned special businesses were passed by the Members with requisite majority. In compliance with Regulation 23(4) of the Listing Regulations and provisions of Section 188 of the Companies Act, 2013, Indiabulls Integrated Services Limited, the holding company, holding 73.85% of the equity share capital of the Company, being related party, did not participate in the voting on the resolution set out at Item No. 1 of the Notice dated September 8, 2018.

In this connection and as required under the Listing Regulations and applicable provisions of the Companies Act, 2013, we also enclose the following:

- (a) Voting Results in the prescribed format; and
- (b) Scrutinizer Report(s) on e-voting and on poll dated October 5, 2018.

(B) Submission of Amended Memorandum of Association of the Company

Please find enclose amended Memorandum of Association of the Company, duly approved by the Members of the Company at aforesaid EGM, held today i.e October 5, 2018.

We request you to kindly take the same on record.

Thanking you,

Yours sincerely,
for **SORIL Infra Resources Limited**

A handwritten signature in black ink, appearing to read "Vikas Khandelwal", with a horizontal line drawn underneath it.

Vikas Khandelwal
Company Secretary

Encl: a/a

SORIL Infra Resources Limited

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Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi – 110001 | Tel: 011 30252900 | Fax: 011 30252901

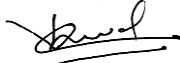
CIN: L52190DL2005PLC181536, **Website:** www.sorilinfraresources.com , **E -mail:** helpdesk@indiabulls.com

SORIL Infra Resources Limited (formerly Store One Retail India Limited) Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Format for Voting Results								
Date of the AGM/EGM				05-Oct-18				
Total number of Sharholders on record date				13072				
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:				1				
Public				73				
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:				0				
Public				0				
Agenda item no. 1: Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company.								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes [@]					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20383310	0	0.000	0	0	0.000	0.000
	Poll	20383310	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	20383310	0	0.000	0	0	0.000	0.000
Public- Institutions	E-Voting	226980	25100	11.058	25100	0	100.000	0.000
	Poll	226980	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	226980	25100	11.058	25100	0	100.000	0.000
Public- Non Institutions	E-Voting	6989710	91403	1.308	91403	0	100.000	0.000
	Poll	6989710	1015954	14.535	1015954	0	100.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6989710	1107357	15.843	1107357	0	100.000	0.000
Total		27600000	1132457	4.103	1132457	0	100.000	0.000

@In compliance with Regulation 23(4) of the Listing Regulations and provisions of Section 188 of the Companies Act, 2013, Indiabulls Integrated Services Limited, the holding company, holding 73.85% of the equity share capital of the Company, being related party, did not participate in the voting on the resolution set out at Item No. 1 of the Notice dated September 8, 2018.

Agenda item no. 2: Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/-								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20383310	0	0.000	0	0	0.000	0.000
	Poll	20383310	20383310	100.000	20383310	0	100.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	20383310	20383310	100.000	20383310	0	100.000	0.000
Public- Institutions	E-Voting	226980	25100	11.058	25100	0	100.000	0.000
	Poll	226980	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	226980	25100	11.058	25100	0	100.000	0.000
Public- Non Institutions	E-Voting	6989710	91403	1.308	91403	0	100.000	0.000
	Poll	6989710	1015954	14.535	1015954	0	100.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6989710	1107357	15.843	1107357	0	100.000	0.000
Total		27600000	21515767	77.956	21515767	0	100.000	0.000

for SORIL Infra Resources Limited



Vikas Khandelwal
Company Secretary

Date: October 5, 2018

NEHA S & ASSOCIATES

(Company Secretaries)



Head Office : B 1/47, Flat No 14, Sewak Nagar,
Uttam Nagar, New Delhi-110059

Email : csneha.sharma2016@gmail.com

Mobile : 08588097212

Scrutinizer's Report

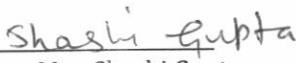
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies
(Management and Administration) Rules, 2014]

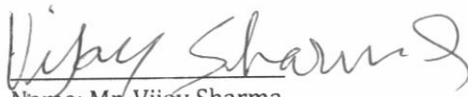
To,
The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders
of SORIL Infra Resources Limited (formerly Store One Retail India Limited) held on October 5, 2018
at 10.00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi - 110038

Dear Sir,

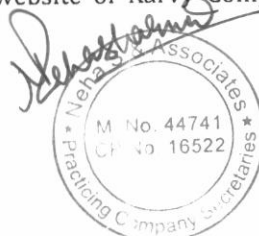
I, Neha Sharma of M/s Neha S & Associates, Practicing Company Secretaries, having our office at B - 1/47, Flat No. 14, Sewak Nagar, Uttam Nagar, New Delhi - 110059, was appointed as the scrutinizer of SORIL Infra Resources Limited ('the Company') for the purpose of scrutinizing the E-voting process in a fair and transparent manner and ascertaining the requisite majority on E-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions, as set out in the Notice dated September 8, 2018 convening an Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of the Company held on October 5, 2018 at 10:00 A.M., at Mapple Emerald, Rajokri, NH-8, New Delhi - 110038. We submit our Report as under:

1. The e-voting remained open from October 2, 2018 at (10.00 a.m.) to October 4, 2018 at (5.00 p.m.).
2. The Shareholders holding shares as on the "cut off" date (for reckoning voting rights) i.e. September 28, 2018, were entitled to vote on the proposed resolutions (item nos. 1 and 2 as set out in the Notice dated September 8, 2018 convening an Extra-Ordinary General Meeting of SORIL Infra Resources Limited).
3. The votes were unblocked on October 5, 2018 around 11:09 A.M. in the presence of two witnesses, Mrs. Shashi Gupta, having DP ID/Client ID No. 12019101/01543157 and having residential address at House No. 231/20, Onkar Nagar-B, Tri Nagar, Delhi - 110035 and Mr. Vijay Sharma, having DP ID/Client ID No. IN302269/12930328 and having residential address at House No. 888, Gali No. 58, Trinagar Main Road, Lekhu Nagar, Delhi - 110035 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Mrs. Shashi Gupta
DP ID/Client ID No. 12019101/01543157


Name: Mr. Vijay Sharma
DP ID/Client ID No. IN302269/12930328

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.



5. The result of E-voting is as under :

Item No. 1 – As a Special Resolution: Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company.

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
22	116503	100.000

(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	N.A.

Item No. 2 – As an Ordinary Resolution: Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/-

(i) **Voted in favour of resolution:**

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
22	116503	100.000

(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	N.A.

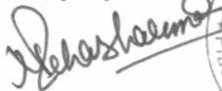
The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure - A**.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extraordinary General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Yours sincerely,

For **M/s Neha S & Associates**
Company Secretaries



Neha Sharma

Proprietor

M. No. : A44741

C.P. No. 16522

Date: October 5, 2018

Place: New Delhi

Encl: as above

Annexure A

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Public – Institutional Holders	226980	25100	11.0582	25100	0	100.0000	0.0000
1	Promoter and Promoter Group	20383310	0	0.0000	0	0	0.0000	0.0000
1	Public- Others	6989710	91403	1.3077	91403	0	100.0000	0.0000
	Total	27600000	116503	0.4221	116503	0	100	0
2	Public – Institutional Holders	226980	25100	11.0582	25100	0	100.0000	0.0000
2	Promoter and Promoter Group	20383310	0	0.0000	0	0	0.0000	0.0000
2	Public- Others	6989710	91403	1.3077	91403	0	100.0000	0.0000
	Total	27600000	116503	0.4221	116503	0	100	0



FORM NO. MGT - 13
Report of Scrutinizer(s)
[Pursuant to the section 109 of the Companies Act, 2013 and rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders
of SORIL Infra Resources Limited (formerly Store One Retail India Limited) held on
October 5, 2018 at 10.00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Neha Sharma of M/s Neha S & Associates, Practicing Company Secretaries, having our office at B - 1/47, Flat No. 14, Sewak Nagar, Uttam Nagar, New Delhi - 110059, and Mrs. Shashi Gupta, having DP ID/Client ID No. 12019101/01543157 and having residential address at House No. 231/20, Onkar Nagar-B, Tri Nagar, Delhi - 110035 and Mr. Vijay Sharma, having DP ID/Client ID No. IN302269/12930328 and having residential address at House No. 888, Gali No. 58, Trinagar Main Road, Lekhu Nagar, Delhi - 110035, shareholders of SORIL Infra Resources Limited, appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolutions at the Extra-Ordinary General Meeting of the Equity Shareholders of SORIL Infra Resources Limited held on October 5, 2018 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi -110038, submit our Report as under:

1. After the announcement of poll by the Chairman of the meeting, 2 (Two) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. After completion of polling, the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll paper(s), which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as hereunder :

Item No. 1 - As a Special Resolution: Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company.

Shashi Gupta



Vijay Sharma

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
48	1015954	100.000

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	N.A.

Item No. 2- As an Ordinary Resolution: Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/-

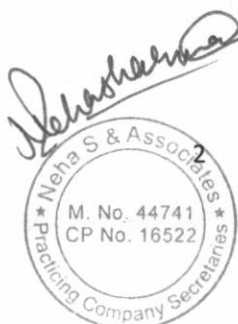
(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
49	21399264	100.000

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

Shashi Gupta



Visay Shams

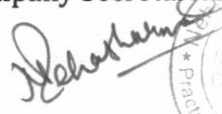
(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	N.A.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
6. The Report of Poll in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as Annexure- A.

Thanking you,

Yours sincerely,
For **M/s Neha S & Associates**
Company Secretaries


Neha Sharma
Proprietor
M. No. : A44741
C.P. No. 16522



Date: October 5, 2018
Place: New Delhi

Encl: as above



Name: Mrs. Shashi Gupta
DP ID/Client ID no. 12019101/01543157
Address: House No. 231/20, Onkar Nagar-B,
Tri Nagar, Delhi - 110035



Name: Mr. Vijay Sharma
DP ID/Client ID no. IN302269/12930328
Address: House No. 888, Gali No. 58, Trinagar
Main Road, Lekhu Nagar, Delhi - 110035

Annexure-A

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Public -Institutional Holders	226980	0	0.000	0	0	0.000	0.000
1	Promoter and Promoter Group	20383310	0	0.000	0	0	0.000	0.000
1	Public-Others	6989710	1015954	14.535	1015954	0	100.000	0.000
	Total	27600000	1015954	3.681	1015954	0	100.000	0.000
Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
2	Public -Institutional Holders	226980	0	0.000	0	0	0.000	0.000
2	Promoter and Promoter Group	20383310	20383310	100.000	20383310	0	100.000	0.000
2	Public-Others	6989710	1015954	14.535	1015954	0	100.000	0.000
	Total	27600000	21399264	77.534	21399264	0	100.000	0.000

Shashi Gupta

Vijay Sharma



FORM NO. MGT - 13
Report of Scrutinizer(s)

[Pursuant to the section 108 and 109 of the Companies Act, 2013 and rule 20 (4)(xii) and 21 (2) of the companies (Management and Administration) Rules, 2014]

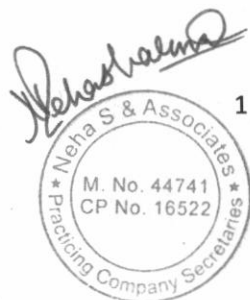
To,
The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders
of SORIL Infra Resources Limited (formerly Store One Retail India Limited) held on
October 5, 2018 at 10:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

I, Neha Sharma of M/s Neha S & Associates, Practicing Company Secretaries, having our office at B - 1/47, Flat No. 14, Sewak Nagar, Uttam Nagar, New Delhi - 110059, was appointed as the scrutinizer of SORIL Infra Resources Limited ('the Company') for the purpose of scrutinizing the E-voting process, and I along with Mrs. Shashi Gupta, having DP ID/Client ID No. 12019101/01543157 and having residential address at House No. 231/20, Onkar Nagar-B, Tri Nagar, Delhi - 110035 and Mr. Vijay Sharma, having DP ID/Client ID No. IN302269/12930328 and having residential address at House No. 888, Gali No. 58, Trinagar Main Road, Lekhu Nagar, Delhi - 110035, shareholders of SORIL Infra Resources Limited, were appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolution(s), at the Extra-Ordinary General Meeting of the Equity Shareholders of SORIL Infra Resources Limited held on October 5, 2018 at 10:00 A.M., at Mapple Emerald, Rajokri, NH-8, New Delhi -110038. We hereby submit our Report on consolidated voting as under:

1. After the announcement of poll by the Chairman, two ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. After completion of Polling, the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll paper(s), which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The votes cast through E-voting were unblocked on October 5, 2018 around 11:09 A.M. in the presence of two witnesses, Mrs. Shashi Gupta, having DP ID/Client ID No. 12019101/01543157 and having residential address at House No. 231/20, Onkar Nagar-B, Tri Nagar, Delhi - 110035 and Mr. Vijay Sharma, having DP ID/Client ID No. IN302269/12930328 and having residential address at House No. 888, Gali No. 58, Trinagar Main Road, Lekhu Nagar, Delhi - 110035, who are not in the employment of the Company. They

Shashi Gupta



Vijay Sharma

have signed below in confirmation of the votes being unblocked in their presence.

Shashi Gupta
Name: Mrs. Shashi Gupta
DP ID/Client ID: 12019101/01543157

Vijay Sharma
Name: Mr. Vijay Sharma
DP ID/Client ID: IN302269/12930328

5. The consolidated result of E-voting and Polling at the aforesaid Extra-ordinary General Meeting, is given hereunder :

Item No. 1 – As a Special Resolution: Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company.

- (i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
70	1132457	100.000

- (ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

- (iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	N.A.

Item No. 2– As an Ordinary Resolution: Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/-

- (i) **Voted in favour of resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
71	21515767	100.000

Shashi Gupta



Vijay Sharma

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
Nil	N.A.	N.A.

(iii) **Invalid votes:**

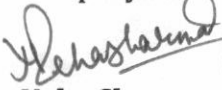
Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	N.A.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The combined report of E-Voting and poll, in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure - A**.

Thanking you,

Yours sincerely,

For **M/s Neha S & Associates**
Company Secretaries


Neha Sharma
Proprietor
M. No. : A44741
C.P. No. 16522



Date: October 5, 2018
Place: New Delhi

Encl: as above



Name: Mrs. Shashi Gupta
DP ID/Client ID no. 12019101/01543157
Address: House No. 231/20, Onkar
Nagar-B, Tri Nagar, Delhi - 110035



Name: Mr. Vijay Sharma
DP ID/Client ID no. IN302269/12930328
Address: House No. 888, Gali No. 58,
Trinagar Main Road, Lekhu Nagar, Delhi -
110035

Agenda item no. 1: Approval for Preferential Issue of upto 1,00,00,000 (One Crore) Convertible Warrants of the Company.								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20383310	0	0.000	0	0	0.000	0.000
	Poll	20383310	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	20383310	0	0.000	0	0	0.000	0.000
Public- Institutions	E-Voting	226980	25100	11.058	25100	0	100.000	0.000
	Poll	226980	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	226980	25100	11.058	25100	0	100.000	0.000
Public- Non Institutions	E-Voting	6989710	91403	1.308	91403	0	100.000	0.000
	Poll	6989710	1015954	14.535	1015954	0	100.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6989710	1107357	15.843	1107357	0	100.000	0.000
Total		27600000	1132457	4.103	1132457	0	100.000	0.000
Agenda item no. 2: Approval for increase in the authorized share capital of the Company to Rs. 75,00,00,000/-								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20383310	0	0.000	0	0	0.000	0.000
	Poll	20383310	20383310	100.000	20383310	0	100.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	20383310	20383310	100.000	20383310	0	100.000	0.000
Public- Institutions	E-Voting	226980	25100	11.058	25100	0	100.000	0.000
	Poll	226980	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	226980	25100	11.058	25100	0	100.000	0.000
Public- Non Institutions	E-Voting	6989710	91403	1.308	91403	0	100.000	0.000
	Poll	6989710	1015954	14.535	1015954	0	100.000	0.000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6989710	1107357	15.843	1107357	0	100.000	0.000
Total		27600000	21515767	77.956	21515767	0	100.000	0.000

Shashi Gupta

Vijay Sharma



THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SORIL Infra Resources Limited

- I. The name of the Company is SORIL Infra Resources Limited.
- II. The registered office of the Company will be situated in the State of Haryana.
- III. The Objects for which the Company is established are:

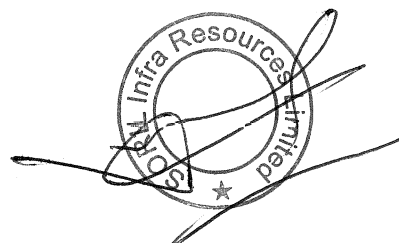
(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on the business of providing property (both movable and immovable) and/or facility management services; and to offer end to end solutions to manage and maintain real estate and/or infrastructure projects in India and abroad.
2. To carry on the business of renting, leasing of a comprehensive range of construction, infrastructure, manufacturing, and mineral handling equipment(s), including machineries, excavators, furniture, fixtures, dumpers, trucks, vehicles, tools of any description in India and abroad
3. To carry on the business of builders, decorators, general and government contractor and engineers - mechanical, electrical, civil including business of providing turnkey solutions to Engineering Procurement & Construction (EPC) Companies and other businesses incidental and related thereto in India and abroad.
4. To deal in full array of construction and / or infrastructure, machineries, equipment and other building materials as required in construction and/or designing etc. of real estate and/or infrastructure projects in India and abroad.
5. To provide consultancy, advisory services in the field of Construction, Project development, IT, Finance, Taxation etc to commercial and industrial enterprises in India and abroad.
6. To set up, incorporate, promote, acquire, and operate subsidiary(ies), joint venture(s), associate company(ies), trust(s), or limited liability partnerships in various kind of businesses and services.

Note (1) New set of Memorandum of Association (MOA) has been adopted, vide special resolution passed by the shareholders of the Company through postal ballot, result whereof declared on December 15, 2016.

Note (2) Alteration in Clause II of Memorandum of Association (MOA) has been approved by the shareholders of the Company vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on August 20, 2018, subject to the approval of Regional Director (Northern Region), Ministry of Corporate Affairs.

Note (3) Alteration in Clause III(A) of Memorandum of Association (MOA) has been approved by the shareholders of the Company, by inserting new sub-clause 6, vide Special Resolution passed at the 13th Annual General Meeting of the Company, held on September 29, 2018, subject to the approval of Registrar of Companies, NCT of Delhi & Haryana.



(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A:

2. To establish and maintain agencies, distributorship, branches, warehouses, depots, shops, establishments, offices or appoint representatives, agents, commission agents canvassers, selling and buying agents in India or abroad for sale purchase, hire distribution or for anyone or more of the objects of the Company and to regulate and discontinue the same.
3. To purchase, sell acquire, construct, erect, maintain, work, install, import, export, and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under main objects.
4. To act as sales organisers as well as consultants and advisors in all the respective branches and in such capacity to give advises and information and render advice to a person, company or body corporate or authority or Government which may lead to or be conducive to the adoption by the constituents or principals of the efficient methods of effecting and marketing goods, effecting sales and rendering of all goods and effecting sales and rendering of all services.
5. To act as sales agent, stockist, representatives or agents, purchasing agent, commission agents, and distributor for any other company, firm, corporation or person, dealers, agents exporters, Importers of any products.
6. To acquire and to dispose of dealerships, agencies, sub-agencies, sub-dealerships and any other interests or arrangement or arrangement about dealings in, to acquire and to grant, sub-let of or hire out concessions, privileges, monopolies, licences, permits, quotas, about any particular manufacture, brand, variety, shape, design and purpose.
7. To enter into and carry into effect such agreements and arrangements for technical know-how, commercial marketing, for such other services with foreign or indigenous collaborators, dealers, exporters, importers, or consultants for achievement of the object mentioned herein.
8. To establish, provide, maintain, conduct set up market research, consumers research, industrial and sociological research anywhere in India or abroad, and to undertake public poll, to ascertain views and reaction of public at large on any products or problems and issues for company's own business and for others.

9. To act as contractors, suppliers, agents, importers and exporters for any government or autonomous body or any firm, company, organisation in the private or public sector in furtherance of any of the objects of the Company.
10. To apply for, tender, purchase, or otherwise acquire contracts, sub-contracts, licences and concessions and to undertake, execute, carry out, dispose of or any otherwise turn to account the same and sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
11. To take on lease, hire purchase or otherwise acquire, erect, construct, work, maintain, improve land, building structure and facilities, all other appliances required for the business of the Company.
12. To carry out in any part of India and elsewhere, any part of the objects of the Company and do above things and either as principal, agent, factor, trustee, contractor or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others.
13. To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops scientific and technical research and experiments and to undertake and carry on with all scientific and technical investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
14. To enter into contracts, agreements, collaborations and arrangements with any other person, firm, company or body corporate for the carrying out by such other person, firm, company or body corporate on behalf of the company of any of the objects for which the Company is formed.
15. To send any Director, employee or other person to any place in India or abroad for the purpose of obtaining training or knowledge in the techniques and methods of running or improving the business of the Company or for the purpose of advancement or promotion of any of its objects, chattels, property, expertise or services of any nature.
16. To take or otherwise acquire, and to hold shares, debentures, or other securities of any other Company, having similar objects.

17. To carry on business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
18. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or Company carrying on or engaged in, or about to carry on or engage in business or transaction which the Company is authorised to carry on or act on and to take or otherwise acquire share and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
19. To enter into foreign or Indian technical and/or financial collaboration, partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm, corporation or government or company carrying on, engaged in or about to carry on or engage in business, undertaking or transaction which the Company is authorised to carry on or engage in or business undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company, to guarantee contracts or otherwise assign any such person, firm or company and to take or otherwise acquire and hold shares or securities of any such persons firms or companies, to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
20. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or any Company carrying on business which the Company is authorised to carry on or possessed of property suitable for the business of the Company.
21. To purchase, take on lease or otherwise acquire any land, grants, concessions and easement and hereditaments or other properties required for the attainment of the main objects of the Company.
22. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interests, by publication of books and periodicals and by granting prizes and rewards

23. To enter into any arrangement with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority, any rights, privileges, licences and concessions which the Company may consider necessary or desirable to obtain and carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
24. To pay for any services rendered to the Company or for supply of technical know-how for acquisition of properties by the Company either in the shares of the Company or partly in shares and partly in cash or otherwise.
25. To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company.
26. To amalgamate, enter into any partnership or acquire interest in the business of any other Company, person or firm carrying on or engaged in, or about to carry on, engage in business or transaction included in the objects of the Company or enter into any arrangement for sharing profits or for co-operation, or for limiting competition or for sharing mutual assistance with any such person, firm or company or to acquire and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
27. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
28. To sell, lease, mortgage, hypothecate, transfer, let out, exchange or otherwise deal with the undertaking of the Company or any property whatever, or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other companies having objects altogether or in part similar to those of this Company if thought fit to distribute the same among the shareholders of the Company subject to the provisions of the Companies Act, 2013
29. To lend and advance money, either with or without security and give credit to such persons (including Government) and upon terms and conditions as the company may think fit.

30. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairs, improving, extending or maintaining any of the property or other assets of the Company or for redemption of debentures or transferable preference shares or for any purpose whatsoever conducive to the interest of the Company.
31. To invest the surplus funds in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Rulers, Commissioners, public body or authority supreme, municipal, local or otherwise whether at home or abroad.
32. To receive loan or borrow or raise money other than public deposits in such manner as the Company shall think fit without doing Banking business within the meaning of the Banking Regulation Act, 1949 and Rules or Regulations framed thereunder and in particular by the issue of debentures, debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance of contracts or obligations undertaken by the Company or any other person on behalf of the Company as the case may be.
33. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
34. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections, concession and the like conferring any exclusive or non exclusive or limited right to their use or any secret or other information as to any invention, process of privilege which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account, the property, rights and information acquired and to carry on business in any way connected therewith.
35. To spend money in experiments on and in improving or seeking to improve patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

36. To enter into arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company for furthering the interest of its members and to oppose any such steps taken by any other company, firm or persons which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from such Government authority or any company, any charters, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such agreements, charters, decrees, rights, privileges or concessions.
37. To undertake and execute any trust/discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other person entitled thereto, of any income, capital or annuity, whether periodically or otherwise, and whether in money or specie, in furtherance of any trust, direction, discretion, other obligation or permission.
38. To apply or acquire and hold any Acts of Parliament, Acts of any State, Legislature, privileges, monopolies, licences, concessions, patents or other rights, power or orders from the Indian Government and Parliament or from any State Government or any local or other authority in any part of the world and to exercise, carry on and work any powers, rights or incorporate the Company as an anonymous or other society in a foreign country or state.
39. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions or superannuation funds for the benefit of and give or procure the giving of donations, gratitude, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or who are or were at any time Directors or officers of the Company or their wives, widows, families and to subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and the well-being of the company and make payments to or towards the insurances of any such persons as aforesaid, subject to the provisions of the Companies Act, 2013

40. To open any kind of account including Current Account, Savings Bank Account, Overdraft, Loan, Cash Credits in any bank to make, accept, endorse, and execute promissory notes, bills of exchange and other negotiable instruments.
41. To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the companies in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
42. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade, including any association, institution or fund for the protection of the interest of the masters, owners and employers against loss by bad debts, strikes, fire accidents or otherwise or for the benefits of any clerks, workman or others at any time employed by any company or any of its predecessors in business or their families or dependents and in particular of reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, churches, chapel, schools and hospitals and to grant gratifications, pensions and allowances and then to contribute to any funds raised by public or local subscriptions for any purpose whatsoever, subject to the provisions of the Act.
43. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles of the promotion of industry or trade.
44. To make donations to such persons or institutions and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any public or and to establish and support associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or the dependents, with such persons and in particular other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or in lumpsum and to make payments towards insurance and to form, contribute to provident and other bonofit funds of or for such persons, subject to the provisions of the Companies Act, 2013

45. The distribute among the member the members in specie and property of the Company, or any proceeds of sale or disposal of any property of the company, in the event of its being wound-up subject to the provisions of Companies Act, 2013.

46. To pay out of the funds of the Company all expenses incurred by the promoters, which the company may lawfully incur with respect to preliminary expenses and other formation and registration expenses.

47. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on business or activity of the Company in any foreign country.

48. To act as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with any other person or association.

IV. The liability of the members is limited.

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.

(b) Minimum paid up Capital of the Company shall be Rs. 5,00,000/- (Rupees Five Lacs Only).

Note 1: Clause V(a) of Memorandum of Association (MOA) had earlier amended by increasing the Authorized Share Capital from Rs. 29,00,00,000 crore to Rs. 32,00,00,000 crores vide Ordinary Resolution passed by the shareholders of the Company through postal ballot, result whereof declared on November 22, 2012.

Note 2: Clause V(a) of Memorandum of Association (MOA) was altered by increasing the Authorized Share Capital from Rs. 32,00,00,000 Crores (divided into 2,80,00,000 Equity Shares of Rs. 10/- each and 40,00,000 Preference Shares of Rs. 10/- each) to Rs. 50,00,00,000 Crores (divided into 4,60,00,000 Equity Shares of Rs. 10/- each and 40,00,000 Preference Shares of Rs. 10/- each) at the 13th Annual General Meeting of the Company held on September 29, 2018.

Note 3: Clause V(a) of Memorandum of Association (MOA) has been altered by increasing the Authorized Share Capital from Rs. 50,00,00,000 Crores (divided into 4,60,00,000 Equity Shares of Rs. 10/- each and 40,00,000 Preference Shares of Rs. 10/- each) to Rs. 75,00,00,000 Crores (divided into 7,10,00,000 Equity Shares of Rs. 10/- each and 40,00,000 Preference Shares of Rs. 10/- each) at the Extraordinary General Meeting of the Company held on October 05, 2018.



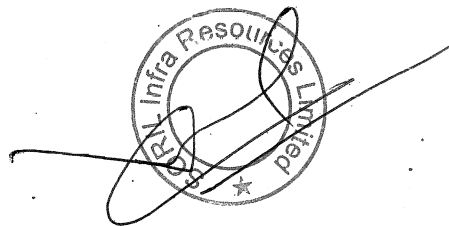
We the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:

Name, address, description, and occupation of each subscriber	Number of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Name, address, description & occupation of witness
1. Mr. Nandan Piramal S/o. Ashok Piramal 61A, Piramal House, Pochkhanwala Road, Worli, Mumbai - 400 025. Occupation : Business	01 (One only)	Sd/-	
2. For Topwave Mercantile Co. Pvt. Ltd. Mrs. Urvi Piramal W/o. Ashok Piramal Director of Topwave Mercantile Co. Pvt. Ltd. Authorised Signatory 106, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400 012. Occupation : Business	309100 (Three Lac Nine Thousand One Hundred only)	For Topwave Mercantile Co. Pvt. Ltd. Sd/- Director	
3. For Cineline Trading Co. Pvt. Ltd. Mrs. Urvi Piramal W/o. Ashok Piramal Director of Cineline Trading Co. Pvt. Ltd. Authorised Signatory 106, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400 012. Occupation : Business	309100 (Three Lac Nine Thousand One Hundred only)	For Cineline Trading Co. Pvt. Ltd. Sd/- Director	Witness to Subscriber No. 1 & 4 Amit Desai S/o. Navnith Desai 4/61, Tardeo Air Conditioned Market, 5, Tardeo Road, Mumbai - 400 034. Occupation : Chartered Accountant
4. For Oneline Mercantile Co. Pvt. Ltd. Mrs. Urvi Piramal W/o. Ashok Piramal Director of Oneline Mercantile Co. Pvt. Ltd. Authorised Signatory 106, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400 012. Occupation : Business	309099 (Three Lac Nine Thousand Ninety-Nine only)	For Oneline Mercantile Co. Pvt. Ltd. Sd/- Director	

Place: Mumbai

Contd...

Date : 7th March, 2005.



Name, address, description, and occupation of each subscriber	Number of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Name, address, description & occupation of witness
5. For Aarti Management Consultancy Pvt. Ltd. Mr. Jaydev Mody S/o. Mukund Mody Director of Aarti Management Consultancy Pvt. Ltd. Authorised Signatory 27, West Hill, Nepean Sea Road, Mumbai - 400 036. Occupation : Business	18175 (Eighteen Thousand One Hundred Seventy Five only)	For Aarti Management Consultancy Pvt. Ltd. Sd/- Director	
6. For Aditi Management Consultancy Pvt. Ltd. Mr. Jaydev Mody S/o. Mukund Mody Director of Aditi Management Consultancy Pvt. Ltd. Authorised Signatory 27, West Hill, Nepean Sea Road, Mumbai - 400 036 Occupation : Business	18175 (Eighteen Thousand One Hundred Seventy Five only)	For Aditi Management Consultancy Pvt. Ltd. Sd/- Director	
7. For Anjoss Trading Pvt. Ltd. Mr. Jaydev Mody S/o. Mukund Mody Director of Anjoss Trading Pvt. Ltd. Authorised Signatory 27, West Hill, Nepean Sea Road, Mumbai - 400 036. Occupation : Business	18175 (Eighteen Thousand One Hundred Seventy Five only)	For Anjoss Trading Pvt. Ltd. Sd/- Director	
8. For Arrow Webtex Ltd. Mr. Jaydev Mody S/o. Mukund Mody Director of Arrow Webtex Ltd. 44 Tardeo A/c Market, 5 Tardeo Road, Mumbai - 400 034. Occupation : Business	18175 (Eighteen Thousand One Hundred Seventy Five only)	For Arrow Webtex Ltd. Sd/- Chairman	
TOTAL	10,00,000 (Ten Lakhs only)		

Place: Mumbai

Date : 7th March, 2005

Witness to Subscriber No. 5 to 8

Amit Desai

S/o. Navnithal Desai

451, Tardeo Air Conditioned Market,

5, Tardeo Road, Mumbai - 400 034.

Occupation : Chartered Accountant

