

October 9, 2015

Scrip Code - 532679
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

STOREONE
National Stock Exchange of India Limited,
'Exchange Plaza'
Bandra-Kurla Complex,
Bandra (East)
MUMBAI – 400 051

Sub: Proceedings of the Tenth Annual General Meeting of the Members of Store One Retail India Limited (the "Company") held on September 28, 2015

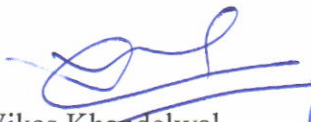
Dear Sirs,

Pursuant to Clause 31 of Listing Agreement, we forward herewith for your information and record, a copy of the proceedings of the Tenth Annual General Meeting of the Members of the Company held on Monday, September 28, 2015 at New Delhi.

Please take the same on record.

Thanking you,

Yours truly,
for **Store One Retail India Limited**


Vikas Khandelwal
Company Secretary



Encl: as above

Store One Retail India Limited

Corporate office: 'Indiabulls House' 448-451, Udyog Vihar, Phase-V, Gurgaon-122016 | T : 0124 6681199 | F : 0124 6681111
Registered office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001 | T : 011 30252900 | F : 011 30252901
CIN: L52190DL2005PLC181536 | **Website:** www.storeone.in | **E-mail:** helpdesk@indiabulls.com

MINUTES OF PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF STORE ONE RETAIL INDIA LIMITED HELD AT CENTAUR HOTEL, IGI AIRPORT, DELHI-GURGAON ROAD, NEW DELHI – 110037 ON MONDAY, THE 28TH DAY OF SEPTEMBER, 2015, COMMENCED AT 9:00 A.M.

DIRECTORS PRESENT

1. Mr. Mehul Johnson, Director
2. Mr. Shamsher Singh Ahlawat, Independent Director and Chairman of Audit Committee
3. Mr. Prem Prakash Mirdha, Independent Director
4. Mr. Aishwarya Katoch, Independent Director

MEMBERS

44 Members, present in person.
4 Members voted through e-voting process.

IN ATTENDANCE

Mr. Sudhir Khullar, Group Head - Corporate Affairs and Secretarial
Mr. Vikas Khandelwal, Company Secretary

Mr. Sudhir Khullar welcomed all the shareholders to the Tenth Annual General Meeting, on behalf of the Company & its management.

CHAIRMAN OF THE MEETING

Mr. Rohit Sehgal (DP ID: IN302269 Client ID: 12737750) proposed and Ms. Rekha Wadhwa (DP ID: 12049100 Client ID: 00376774) seconded the name of Mr. Mehul Johnson to chair the meeting. The proposal was unanimously approved by the members present, whereupon Mr. Mehul Johnson assumed the chair.

Mr. Mehul Johnson, Chairman of the meeting, welcomed all the shareholders to the Tenth Annual General Meeting.

QUORUM

The requisite quorum being present, the Chairman called the meeting to order.

He then introduced the persons sitting on dais, from left Mr. Aishwarya Katoch, Independent Director, Mr. Prem Prakash Mirdha, Independent Director, Mr. Shamsher Singh Ahlawat, Independent Director & Chairman of the Audit Committee, and Mr. Sudhir Khullar, Group Head – Secretarial & Corporate Affairs.

CHAIRMAN'S ADDRESS

The Chairman addressed the members present at the meeting giving inter-alia report/information on business activities of the Company as under:

The Company is primarily engaged into the business of providing property and facility management services, rental services of plant and machinery etc. Your directors believe that these businesses have huge potential & scope for further business development.



Property & Facility Management Services

The Company is engaged in all avenues of the business of Property & facility management, which is a multi-discipline field involving maintenance and care of the buildings and properties, maintenance of all the common facilities including common area development and landscaping, security, pest control, waste disposal and recycling etc. The vast area of business operations & revenue generation in this field gives huge business opportunities to the Company.

Renting of Plant and Machinery

The Company is aggressively involved in the rental business of plant and machinery. Our brand new asset base includes tower cranes, passenger cum material Hoists, boom placers, Material hoists, transit mixers, dumpers, excavators, formwork for construction of building / structures. The renting of machinery is done on both terms, i.e. dry and wet lease basis.

Key Financial Highlights:

- *Total Revenues in FY '15 increased to Rs. 134.64 Crores as against the revenues of Rs. 122.28 Crores in FY '14.*
- *Total Profit after Tax (PAT) for year ended March 31, 2015 is Rs 23.24 Crores.*
- *Earnings per share (EPS) for year ended March 31, 2015 is Rs 8.40.*

AUDITORS' REPORT

At the request of the Chairman, Mr. Sudhir Khullar read out the Auditors' Report on the financial statements of the Company for the financial year ended March 31, 2015.

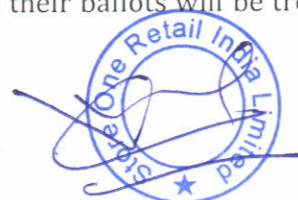
The members thereupon proceeded to transact the business set out in the notice convening the meeting.

NOTICE

With the permission of the members present, the Notice dated August 28, 2015 of the Tenth Annual General Meeting was taken as read.

The Chairman informed the members present that in compliance with the provisions of the Companies Act 2013 and Rules framed thereunder, the Company had offered the facility of remote e-voting, to all its Members, in respect of the business to be transacted at this Tenth Annual General Meeting. The procedure to exercise e-voting, has been stated in detail on page nos. 3 to 5 of the Notice dated August 28, 2015. This online e-voting facility was available from 10.00 A.M. on September 24, 2015 to 5.00 P.M. on September 27, 2015. Ms. Vandana Pankaj of M/s. Vandana Pankaj & Co, Practicing Company Secretary, was appointed as Scrutinizer, to conduct the entire e-voting process, and to submit her report post conclusion of this meeting.

The Chairman further informed the Members present that the Company has arranged for poll on all the resolutions listed at Item nos. 1 to 5 of the Notice dated August 28, 2015, to be exercised by such Members, present at the meeting, who did not participate in the remote e-voting process. He further clarified that Members, who have already cast their votes through remote e-voting during September 24, 2015 to September 27, 2015, and are present in this meeting, either personally or through proxies, should not participate in the poll, and in case any of such Members, again cast their vote, in this meeting, the voting done through remote e-voting shall prevail and their ballots will be treated as invalid.



He then briefly apprised the Members present on the gist of resolutions proposed at agenda item nos. 1 to 5. Members were requested to raise their queries, if any, on any of these agenda items, before these were put to vote. On being satisfied that the Members present at the meeting have clearly understood all the resolutions as set out at item nos. 1 to 5 of the Notice dated August 28, 2015 and they have no further information to seek on any of these agenda items, the Chairman ordered the poll on all these resolutions, by way of voting through ballot papers, distributed to all Members present at the meeting. Ms. Vandana Pankaj of M/s Vandana Pankaj & Co., Practicing Company Secretary and Mr. Subhash Chander Wadhwa, having DP ID/Client ID no. IN300118/10082349, shareholder of the Company, were appointed as Scrutinizers to scrutinize the poll process with respect to all the resolutions as set out at item nos. 1 to 5 of the Notice dated August 28, 2015.

The Chairman announced that the combined result of e-voting and polling through ballots will be declared on or before September 29, 2015 by 5:00 pm, and will simultaneously be intimated to Stock Exchanges and will also be displayed at the registered office of the Company and websites of the Company and Karvy Computershare Private Limited (Karvy).

On being informed by the Scrutinizers, that all members/proxies, present at the meeting, were provided with the ballot papers, the Chairman announced the opening of the poll and closed it after 15 minutes on receipt of confirmation by the scrutinizers that all the members/proxies present at the meeting have exercised their votes.

The meeting concluded at 9:35 A.M. with unanimous vote of thanks to the Chair.

The combined result of e-voting and poll was notified to the Exchanges in the format prescribed under Clause 35A of the Listing Agreement on the same day of Tenth Annual General Meeting i.e. September 28, 2015. Simultaneously, details of the said result were also displayed at Company's Registered office and were uploaded on websites of the Company and Karvy.

The resolutions as set out at item nos. 1 to 5 of the Notice dated August 28, 2015, passed by the members with requisite majority, are as under –

Item No. 1 - Ordinary Resolution:- Adoption of the audited Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

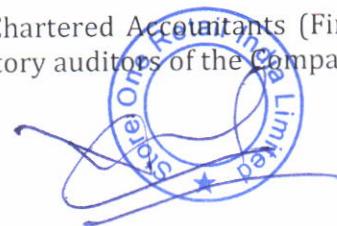
“RESOLVED THAT the audited Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

Item No. 2- Ordinary Resolution:- Re-appointment of Mr. Mehul Johnson (DIN: 00016075), who retires by rotation and, being eligible, offered himself for re-appointment.

“RESOLVED THAT Mr. Mehul Johnson (DIN: 00016075), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3- Ordinary Resolution:- Ratification to the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company and fixing their remuneration.

“RESOLVED THAT the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), be and are hereby ratified as the statutory auditors of the Company



to hold office from the conclusion of this AGM till the conclusion of Eleventh Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

Item No. 4- Special Resolution:- Approval for appointment of Ms. Pia Johnson (DIN: 00722403), as director of the Company, designated as Executive Director and approval for remuneration payable to her.

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Ms. Pia Johnson (DIN: 00722403), be and is hereby appointed as a director, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and applicable Rules framed thereunder, read with Schedule V to the Act (including any statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded to the appointment of Ms. Pia Johnson (DIN: 00722403), as Whole-time Director of the Company for a period of 5 (five) years with effect from January 30, 2015 at a remuneration, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during her tenure, subject to the overall ceiling of remuneration prescribed in the Act, read with Schedule V and applicable Rules thereto, as amended from time to time."

Item No. 5- Special Resolution:- Approval for issue of Non-Convertible Debentures/ Bonds on Private Placement basis.

"RESOLVED THAT pursuant to the provisions of Section 42 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, and subject to other applicable regulations/guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof) for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures, including Bonds, and/or hybrid instruments, on private placement basis, in one or more tranches from time to time, during a period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

OUTCOME / RESULT OF THE VOTING

The consolidated result of e-voting and polling at the aforesaid Tenth Annual General Meeting is given below:



Place: Mumbai
Date: September 30, 2015


Vote One Retail India
Payroll

CHAIRMAN

Promoter/Public	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
Resolution 1 - Adoption of the audited Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon. Resolution Required: Ordinary							
Promoter and Promoter Group	2,03,83,310	2,03,83,310	100.000	2,03,83,310	0	100.000	0.000
Public - Institutional holders	40,000	-	0.000	-	-	0.000	0.000
Public - Others	71,76,690	628	0.009	621	7	98.885	1.115
Total	2,76,00,000	2,03,83,938	73.855	2,03,83,931	7	100.000	0.000
Resolution 2 - Re-appointment of Mr. Mehul Johnson (DIN: 00016075), who is liable to retire by rotation and, being eligible, offers himself for re-appointment. Resolution Required: Ordinary							
Promoter and Promoter Group	2,03,83,310	2,03,83,310	100.000	2,03,83,310	0	100.000	0.000
Public - Institutional holders	40,000	-	0.000	-	-	0.000	0.000
Public - Others	71,76,690	628	0.009	621	7	98.885	1.115
Total	2,76,00,000	2,03,83,938	73.855	2,03,83,931	7	100.000	0.000
Resolution 3 - Ratification of the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company and fixing their remuneration. Resolution Required: Ordinary							
Promoter and Promoter Group	2,03,83,310	2,03,83,310	100.000	2,03,83,310	0	100.000	0.000
Public - Institutional holders	40,000	-	0.000	-	-	0.000	0.000
Public - Others	71,76,690	628	0.009	621	7	98.885	1.115
Total	2,76,00,000	2,03,83,938	73.855	2,03,83,931	7	100.000	0.000
Resolution 4 - Approval for appointment of Ms. Pia Johnson (DIN: 00722403), as director of the Company, designated as Executive Director and approval for remuneration payable to her. Special							
Promoter and Promoter Group	2,03,83,310	2,03,83,310	100.000	2,03,83,310	0	100.000	0.000
Public - Institutional holders	40,000	-	0.000	-	-	0.000	0.000
Public - Others	71,76,690	628	0.009	621	7	98.885	1.115
Total	2,76,00,000	2,03,83,938	73.855	2,03,83,931	7	100.000	0.000
Resolution 5 - Approval for issue of Non-Convertible Debentures/ Bonds on Private Placement basis. Resolution Required: Special							
Promoter and Promoter Group	2,03,83,310	2,03,83,310	100.000	2,03,83,310	0	100.000	0.000
Public - Institutional holders	40,000	-	0.000	-	-	0.000	0.000
Public - Others	71,76,690	628	0.009	621	7	98.885	1.115
Total	2,76,00,000	2,03,83,938	73.855	2,03,83,931	7	100.000	0.000
Promoter and Promoter Group	2,03,83,310	2,03,83,310	100.000	2,03,83,310	0	100.000	0.000
Public - Institutional holders	40,000	-	0.000	-	-	0.000	0.000
Public - Others	71,76,690	628	0.009	621	7	98.885	1.115
Total	2,76,00,000	2,03,83,938	73.855	2,03,83,931	7	100.000	0.000