

SORIL

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

NOTICE

Notice is hereby given that the **FOURTEENTH ANNUAL GENERAL MEETING (AGM)** of the members of **SORIL INFRA RESOURCES LIMITED** ('the Company') will be held on Monday, the 30th day of September, 2019 at 11:00 A.M. at 'The Pillazio Hotel', 292-296, Near City Center, Sector 29, South City, Gurugram-122001, Haryana, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Divyesh Bharatkumar Shah (DIN: 00010933), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint and fix remuneration of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company:

"RESOLVED THAT pursuant to Section 139 and 142 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to re-appoint M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company, to hold office as such, from conclusion of this AGM until the conclusion of nineteenth Annual General Meeting of the Company, at an annual remuneration/fees of upto ₹ 25,00,000/- (Rupees Twenty Five Lakhs Only) plus taxes as applicable from time to time, for the purpose of Audit of the Company, and further that the Board/Audit Committee is authorized to modify/vary the terms and conditions of appointment, including fixation/revision in remuneration during the remaining tenure of four years, as may be mutually agreed with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as a special resolution for re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Prem Prakash Mirdha (DIN: 01352748), who was appointed as an Independent Director of the Company, w.e.f. September 26, 2014 and whose term of office expires on September 25, 2019, be and is hereby re-appointed as an Independent Director of the Company for a term of three years, with effect from September 26, 2019 till September 25, 2022 AND THAT he shall not be liable to retire by rotation."

5. To consider and if thought fit, to pass the following resolution as a special resolution for issue of Non-Convertible Debentures and/or Bonds, of the Company, 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 amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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

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) to issue Redeemable Non-Convertible Debentures ("NCDs") secured or unsecured and/or Bonds, for cash, either at par or premium or discount to the face value, under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, and in one or more series, on private placement basis, from time to time, during a period of one year from the date of passing of this Resolution, such that the total amount to be raised through issue of such NCDs/ Bonds shall be within the borrowings limits, as per shareholders' authorization, of upto ₹ 1,000 Crores.

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 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."

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

Place: Gurugram
Date: August 28, 2019

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

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 28, 2019 to Monday, September 30, 2019 (both days inclusive), for annual closing (for Annual General Meeting).
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business along with brief profile of the proposed appointee Director(s), nature of their expertise and the relevant details required to be provided in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable Secretarial Standard-2 are set out in explanatory statement for the Item Nos. 2 to 5 of the accompanying Notice, and is annexed hereto and the same should be taken as part of this Notice
- (c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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

- (d) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent.
- (e) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend this Annual General Meeting.
- (f) Electronic copy of the Notice of 14th Annual General Meeting (AGM) of the Company and the Annual Report for FY 2018-19 are being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of the said Notice and Annual Report inter-alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode(s). The said Notice and the Annual Report are being sent to all the Members, whose names appeared in the Register of Members as on August 30, 2019, and to Directors and the Auditors of the Company. Members may note that said Notice and the Annual Report for FY 2018-19 is also posted on the website of the Company www.sorilinfraresources.com
- (g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
- (h) Voting through electronic means
 - I. In compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of voting through electronic means, as an alternative, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Karvy Fintech Private Limited (Karvy).
 - II. The facility of voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through ballot paper.
 - III. The Members who cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on Friday, September 27, 2019 at 10:00 A.M. and ends on Sunday, September 29, 2019 at 5.00 P.M. after which the facility will be disabled by Karvy and remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (for reckoning voting rights) being, Monday, September 23, 2019, may cast their vote by remote e-voting in the manner and process set out herein below. The remote e-voting module shall be disabled by Karvy for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- V. In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or on the email Id: evoting@karvy.com or visit Help & FAQ's section on Karvy's website <https://evoting.karvy.com>.
- VI. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (for reckoning voting rights) being, Monday, September 23, 2019. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VII. The Company has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountants, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- VIII. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- IX. The process and manner for remote e-voting are as under:
- Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
 - Enter the login credentials (i.e.-User-ID & password) mentioned on the Notice. Your Folio No. /DP ID Client ID will be your User-ID.

User – ID	<p><i>For Members holding shares in Demat Form:-</i></p> <ol style="list-style-type: none"> For NSDL:- 8 Character DP ID followed by 8 Digits Client ID For CDSL:- 16 digits beneficiary ID <p><i>For Members holding shares in Physical Form:-</i></p> <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 AGM Notice / forwarded through the electronic notice via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- Please contact on toll free no. 1-800-34-54-001 for any further clarifications.
- Members can cast their vote online from Friday, September 27, 2019 at 10:00 A.M. to Sunday, September 29, 2019 till 5:00 P.M.
- After entering these details appropriately, click on "LOGIN".
- Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.

- viii) On successful login, system will prompt to select the 'Event' i.e. 'Company Name'.
 - ix) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast the vote, select 'ABSTAIN'.
 - xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (corporate /FIs/FII's/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 file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
 - xiv) In case a person has become the Member of the Company after Friday, August 30, 2019 (cut-off date for dispatch of Notice) and holds the shares of the Company as on the cut-off date (for reckoning voting rights) i.e. Monday, September 23, 2019, they may write to Karvy on the email Id: evoting@karvy.com or to Ms. C. Shobha Anand, Dy. Gen. Manager, Contact No. 040-67162222, at [Unit: SORIL Infra Resources Limited] Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow the steps mentioned above, to cast the vote. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com>.
- (i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - (j) The Chairman of the Meeting shall, at the Meeting, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - (k) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall submit, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman of the Meeting.
 - (l) The Chairman of the Meeting, on receipt of the Scrutinizers' Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizers' Report shall be placed on the Company's website www.sorilinfraresources.com and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Stock Exchanges.
 - (m) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, without any fee, at the Registered Office of the Company at Gurugram, during normal business hours (11.00 a.m. to 5:00 p.m.) on all working days except Saturdays, upto and including the date of AGM of the Company.
 - (n) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. Shareholders whose e-mail address is not registered with us are requested to please get your e-mail address registered with us, so that your Company can contribute to the safety of environment.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LODR) AND APPLICABLE SECRETARIAL STANDARD-2:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")/SEBI LODR/ Secretarial Standard-2 sets out all material / relevant facts relating to the business mentioned at Item Nos. 2 to 5 of the accompanying Notice dated August 28, 2019.

Item No. 2: Ordinary Resolution, for appointment of Mr. Divyesh Bharatkumar Shah (DIN: 00010933), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment

Mr. Divyesh Bharatkumar Shah, aged 48 years, is on the Board of the Company since July 20, 2018. He is associated with Indiabulls Group since inception, and has over 25 years of industry experience. Mr. Shah has extensive expertise on the process and operations required for running a service industry business in a very professional manner and has been involved in various roles and handled Key assignments during his association with the Group.

The main terms and conditions of appointment of Mr. Divyesh Bharatkumar Shah, as Non-Executive Director of the Company are as under:

Period	N.A.
Nature	Director, liable to retire by rotation
Designation	Non-Executive Director
Remuneration	NIL
Performance and Related Incentive	NIL
Sitting fees	NIL

During the FY 2018-19, no remuneration was paid to Mr. Shah.

Mr. Shah does not hold any shares of the Company and is not related to any other Director /Key Managerial Personnel of the Company. He is a Graduate in Commerce from University of Madras. Number of board meetings attended by Mr. Shah during FY 2018-19, is provided in Corporate Governance Report, forming part of the Annual Report 2018-19.

He is also a director on the Board of Indiabulls Ventures Limited, IB Assets Limited, Indiabulls Infrastructure Projects Limited, Indiabulls Engineering Limited, Indiabulls Natural Resources Limited, Indiabulls Securities Limited and Indiabulls Consumer Products Limited. Mr. Divyesh Bharatkumar Shah is Chairman of Corporate Social Responsibility Committee and member of Audit Committee, Compensation Committee and Risk Management Committee of Indiabulls Ventures Limited.

Accordingly, keeping in view his excellent leadership and guidance skills, vast professional experience in diversified fields including regulatory, compliance, business administration, risk management etc, and to ensure the continuity of guidance from him, the Board recommends the resolution as set out at Item No. 2 of this Notice, for the approval by the shareholders, as an Ordinary Resolution to re-appoint, Mr. Divyesh Bharatkumar Shah (DIN: 00010933), a Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing his re-appointment, none of the Promoters, Directors and Key Managerial Personnel (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.

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

The present term of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration No. 005975N), the Statutory Auditors of the Company who were appointed by the members at their Ninth Annual General Meeting, held on September 26, 2014, for a period of five years, shall come to an end at the conclusion of the ensuing Fourteenth Annual General Meeting of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the members, the re-appointment of the existing auditors M/s Agarwal Prakash & Co., (Firm Registration

No. 005975N), as the Statutory Auditors of the Company, for a further period of five years i.e. from the conclusion of ensuing Fourteenth Annual General Meeting, until the conclusion of the Nineteenth Annual General Meeting of the Company.

The Audit Committee considered various parameters including performance, capability to serve the diverse businesses of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge and understanding of company's business operations and financial matters, existing association, and found M/s Agarwal Prakash & Co., (Firm Registration No. 005975N) to be best suited to handle the audit of the financial statements of the Company.

The Company has received a certificate from the Auditors to the effect that their continuation as such from the conclusion of this Annual General Meeting until the conclusion of Nineteenth Annual General Meeting is in accordance with the provisions of the Section 141(3)(g) of the Companies Act, 2013. M/s Agarwal Prakash & Co., Chartered Accountants, has also submitted their consent for appointment and also a requisite certificate, pursuant to the provisions of Section 139 & 141 of the Companies Act, 2013, confirming eligibility & satisfaction of criteria for their appointment as statutory auditors of the Company. For the purpose of audit of the Company's accounts, M/s Agarwal Prakash & Co. will be paid annual remuneration/fees of upto ₹ 25,00,000/- (Rupees Twenty Five Lakhs Only) plus taxes as applicable from time to time, for the financial year 2019-20 with the authority/power in favor of the Board/Audit Committee to modify the terms and conditions, including fixation/variation of remuneration for remaining tenure of four years, as may be mutually agreed with the statutory auditors of the Company.

Your Directors recommend the re-appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company to hold office as such for a further period of 5 (five) years i.e. from the conclusion of ensuing Fourteenth Annual General Meeting, until the conclusion of the Nineteenth Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in this appointment.

Item No. 4: Special Resolution, for re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as Independent Director of the Company

The present term of Mr. Prem Prakash Mirdha (DIN: 01352748), an Independent Director of the Company, shall come to an end on September 25, 2019. The Board constituted Nomination and Remuneration Committee has evaluated the performance of Mr. Mirdha and considering the experience and contribution made by him during his tenure, recommended to the Board his re-appointment. Therefore, to ensure continuity of guidance from Mr. Mirdha, the Board has reappointed and recommended his re-appointment for the approval of shareholders as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 years from the conclusion of his present term.

The main terms and conditions for re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as Independent Director of the Company, is as under:

Period	3 Years w.e.f. September 26, 2019
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Remuneration	Apart from sitting fees- NIL
Performance related incentive	Apart from sitting fees-NIL
Sitting Fees	Presently Rs. 50,000/- per board meeting

During the financial year ended March 31, 2019, the proposed appointee was paid ₹ 50,000/- (Rupees Fifty Thousand) for attending each meeting of the Board.

Brief profile of the proposed appointee is as under:

Mr. Prem Prakash Mirdha, aged 63 years, is on the Board of the Company since January 2, 2008. He is an enrolled member of the merchant navy, qualified as a "second mate" of foreign going ships as certified by the Directorate General of Shipping, Mumbai and has also completed a course on radar observations on merchant ships approved by the Ministry of Transport, GoI.

Mr. Mirdha does not hold any shares of the Company and is not related to any other Director /Key Managerial Personnel of the Company. Number of board meetings attended by Mr. Mirdha during FY 2018-19, is provided in Corporate Governance Report, forming part of the Annual Report 2018-19.

He is also a director on the Board of Indiabulls Housing Finance Limited, Indiabulls Estate Limited, Airmid Developers Limited, Happy Tummy Kitchens Private Limited, Airmid Aviation Services Limited, Indiabulls Commercial Credit Limited, Indiabulls Insurance Advisors Limited and Indiabulls Rural Finance Private Limited.

Mr. Prem Prakash Mirdha is Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Compensation Committee of the Company and of Nomination & Remuneration Committee of Indiabulls Housing Finance Limited and Indiabulls Estate Limited. He is also member of Audit Committee and Nomination & Remuneration Committee of Airmid Developers Limited, Airmid Aviation Services Limited and Indiabulls Commercial Credit Limited; of Risk Management Committee, Compensation Committee, Audit Committee and Stakeholders' Relationship Committee of Indiabulls Housing Finance Limited; of Corporate Social Responsibility Committee and Stakeholders' Relationship Committee of Indiabulls Commercial Credit Limited and of Audit Committee of Indiabulls Estate Limited and Indiabulls Insurance Advisors Limited.

The Company has received from the proposed appointee director, a declaration to the effect that he fulfills the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, and based on the Board's evaluations, the proposed appointee fulfills the conditions specified in the Act and Rules made thereunder and SEBI LODR for his appointment as Independent Director of the Company and he is independent of the Management of the Company. Upon approval of the shareholders to his appointment as Independent Director, the appointment of Mr. Mirdha shall be formalized by issuing a letter of appointment to him, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act. Further, the requisite Notice under Section 160 of the Act proposing the appointment of aforesaid Independent Director has also been received by the Company.

The proposed re-appointment would enable the Company to comply with the applicable provisions of the Companies Act 2013 and of the SEBI LODR relating to the appointment of Independent Director.

In terms of applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with relevant Schedules to the Companies Act, 2013 and SEBI LODR (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, members' approval, by way of Special Resolution is required for the re-appointment of Independent Director of the Company.

Accordingly, the Board recommends the resolution for his re-appointment, as an Independent Director of the Company, for the approval by the shareholders, as Special Resolution, as set out at Item No. 4 of this Notice.

Except the proposed appointee, in resolution proposing his re-appointment, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice

Item No. 5: Special Resolution, for issue of Non- Convertible Debentures and/or Bonds, of the Company, on private placement basis

Since, NCDs represent one of the most cost-effective sources of funding and a reliable means of diversification of funding sources, the shareholders of the Company at their Annual General Meeting held on September 29, 2018 had authorized the Company to issue Non-Convertible Debentures (NCDs) and/or Bonds upto the borrowing limits of ₹ 1,000 Crores. However, in accordance with the applicable laws, the said authorization is valid for one year from the date of approval i.e. up to September 28, 2019. Therefore, approval of Members is being sought to reaffirm the authorization for issue of Non-Convertible Debentures (NCDs) and/or Bonds, upto the borrowing limits of ₹ 1,000 Crores.

Accordingly, pursuant to and in terms of Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, approval of the Members is being sought by way of a Special Resolution as set out at Item No. 5 of this Notice, authorizing the Board to issue NCDs and/or Bonds, on a private placement basis, during a period of one year from the date of this Annual General Meeting (AGM) of the Company, upto an aggregate amount not exceeding the borrowing limits of the Company, as per shareholders' authorization, of ₹ 1,000 Crores.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 5 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. 5 of this Notice.

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

Sd/-

Vikas Khandelwal

Company Secretary

Membership No.: A18475

Place: Gurugram

Date: August 28, 2019

SORIL

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____
Registered address: _____
E-mail ID: _____ Folio No. / DP ID _____ Client ID _____

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

1. Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him / her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: _____ or failing him / her

3. Name: _____ E-mail ID: _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Fourteenth Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 11:00 A.M. at 'The Pllazio Hotel', 292-296, Near City Center, Sector 29, South City, Gurugram-122001, Haryana, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as indicated below:

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2019 and the Reports of Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Divyesh Bharatkumar Shah (DIN: 00010933), a Non-Executive Director, who retires by rotation and, being eligible offers himself for re-appointment.
3.	Re-appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company and fixing their remuneration.
SPECIAL BUSINESS	
4.	Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. September 26, 2019.
5.	Authorization for issue of Non-Convertible Debentures and/or Bonds on a private placement basis, within the borrowing limits of ₹ 1,000 Crores.

Signed this _____ day of _____, 2019

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix
Revenue
Stamp of
Re. 1/-

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

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