



## STORE ONE RETAIL INDIA LIMITED

CIN: L52190DL2005PLC181536

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240

Website: www.storeone.in

### POSTAL BALLOT NOTICE

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

Dear Members,

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

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

You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer, at the Corporate Office of the Company at Indiabulls House, 448-451, UdyogVihar, Phase V, Gurgaon, Haryana – 1122016, on or before 5:00 P.M. on December 14, 2016, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Karvy Computershare Pvt. Ltd. (Karvy) to provide e-voting facility. The e-voting facility is available from November 15, 2016 (10:00 a.m. onwards) till December 14, 2016 (up to 5:00 pm). For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company has appointed CA Atul Kumar Khandelwal, Partner AGK& Co, Chartered Accountants, as

the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Company latest by December 15, 2016. The result of the Postal Ballot will be announced latest by 05:00 pm on December 15, 2016 at the Company's corporate office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.storeone.in and the website of Karvy i.e. <https://evoting.karvy.com> and shall also be displayed at the Company's Registered office.

#### SPECIAL BUSINESS:

##### Item No. 1:

**To consider and, if thought fit, to pass the following resolution, as a Special Resolution, for change in the name of the Company from "Store One Retail India Limited" to "SORIL Infra Resources Limited" and consequent amendment to Memorandum of Association and Articles of Association of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Section 4,13,14,15 and all other applicable provisions, if any, of the Companies Act,2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s),and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from **"Store One Retail India Limited"** to **"SORIL Infra Resources Limited"**.

**RESOLVED FURTHER THAT** Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is **'SORIL Infra Resources Limited'**

**RESOLVED FURTHER THAT** the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

**Item No. 2:**

**To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause III, the Object Clause, of the Memorandum of Association of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for adoption of new set of Memorandum of Association of the Company (“MOA”) in accordance with Table A of Schedule I of the Companies Act 2013, effecting the following modifications and amendments in the existing MOA:-

(i) The words ‘Companies Act, 1956’ in the existing MOA shall be substituted with the words ‘Companies Act, 2013’, wherever required under the applicable provisions.

(ii) Part A of Clause III of MOA shall now be titled as ‘The Objects to be pursued by the Company on its Incorporation’ and its existing sub-clauses be substituted with the following new sub-clause nos (1) to (5):

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.

(iii) Part B of the Clause III of MOA shall now be titled as ‘Matters which are necessary for furtherance of the Objects specified in Part A’:

(iv) Part C of Clause III of MOA viz. “Other Objects” is deleted in line with the requirements of the Companies Act, 2013.

**RESOLVED FURTHER THAT,** wherever required, the reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013, in the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

By Order of the Board

**For Store One Retail India Limited**

**Vikas Khandelwal**  
**Company Secretary**

Place: Gurgaon

Date: November 4, 2016

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.

2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on November 4, 2016 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.

3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company’s Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.

4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot.

5. The Board of Directors has appointed CA Atul Kumar Khandelwal, Partner AGK & Co, Chartered Accountants, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.

6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).

7. Members can cast their vote online from November 15, 2016 (10:00 am onwards) till December 14, 2016 (upto 5:00 pm) as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter, No voting shall be allowed beyond 5:00 pm of December 14, 2016. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on December 14, 2016. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.

8. Documents related to the abovementioned resolution are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till December 14, 2016.

9. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first. For voting, please read carefully the “Procedure/instructions for voting” enumerated herein:

**10: PROCEDURE/INSTRUCTIONS FOR VOTING**

**PHYSICAL VOTING**

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

**E-VOTING**

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

- A. In case a Member receives an e-mail from Karvy Computershare Pvt. Ltd and wants to vote electronically:
  - i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e.- user-id & password) mentioned on the Notice.

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

User – ID	For members holding shares in Demat Form:
ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID. For CDSL: 16 digits beneficiary ID. <u>For Members holding shares in Physical Form:</u> Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company.
Password	Your Unique password is printed on the Postal Ballot Notice / Electronic notice forwarded through email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
- iv. Members can cast their vote online from 10:00 A.M. on November 15, 2016 to 5:00 P.M. on December 14, 2016. (both days inclusive).
- v. After entering these details appropriately, click on “LOGIN”.
- vi. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote,

provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e.- 'Company Name'.
- ix. If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any company, then your existing login id and password are to be used.
- x. On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the shareholders do not want to cast, select ‘ABSTAIN’.
- xi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Corporates/Institutional Members (corporate /FIs/FIIs/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [atkhandelwalbtp@gmail.com](mailto:atkhandelwalbtp@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the Board Resolution should be in the naming format “Corporate Name\_Event no.”

- B. In case a Member receives Postal Ballot Form by Post and wants to vote electronically:
  - i. Initial password is provided at the bottom of the Postal Ballot Form.
  - ii. Please follow all steps from SI. No. (i) to SI. No. (xiii) as mentioned in (A) above, to cast e-vote.

- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Ms. C Shobha Anand, Assistant General Manager, Karvy Computershare Pvt. Ltd. at Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel no. +91 40 67162222, Fax: +91 40 23001153 and e-mail ID : [einward.ris@karvy.com](mailto:einward.ris@karvy.com).

11. Eligible Members who have not received the Postal Ballot Notice or received the Postal Ballot notice by email and wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company [www.storeone.in](http://www.storeone.in).

12. Member cannot exercise his / her vote by proxy on Postal Ballot.

13. The Scrutinizer's decision on the validity or otherwise of Postal Ballot / E-Voting will be final.

14. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.

15. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent: Karvy Computershare Private Limited (Unit: Store One Retail India Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67162222 Fax: +91 40 23001153 Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

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

**Item no 1 & 2:**

Your Company is engaged in the business of equipment renting, management and maintenance services, construction advisory and other related services. The Board of Directors of the Company (the Board) has decided that the name of the Company be changed to 'SORIL Infra Resources Limited' to reflect various referral business activities carried on by it. The availability of the name 'SORIL Infra Resources Limited' has been confirmed by the Office of Registrar of Companies, NCT of Delhi & Haryana. Consequent to the change in the name of the Company, an alteration in the Clause I of the Memorandum of Association of the Company ("MOA") and the Articles of Association of the Company would also be required, wherever the extant name of the Company appears.

The existing MOA was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the earlier business objectives of the Company, and subsequently, with the approval of the shareholders, the Company ventured into certain other businesses, which were set out in the Part C (Other Object Clause) of Clause III of the MOA of the Company.

In terms of the provisions of the new Companies Act, 2013 read with Table A of Schedule I of the Companies Act 2013, the requirements of separately indicating the "Main Objects", "Incidental or Ancillary Objects" and "Other Objects" has been changed and thus, the Objects Clause (Clause III) of MOA is proposed to be amended as under so as to adopt the nomenclature as provided in the Table A of Schedule I of the Companies Act 2013:

1. The Objects Clause (Clause III of MOA) will now have 2 parts viz.  
Part A - 'The Objects to be pursued by the Company on its incorporation'; and  
  
Part B - 'Matters which are necessary for furtherance of the Objects specified in Part A'.

2. The existing Part C of the Objects Clause (Clause III of MOA) viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013.
3. Since the present business activities of the Company, which were earlier commenced with the approval of shareholders, are set out in the Other Objects, to have continuity of these business activities, post deletion of such Other Objects, the relevant clauses are to be shifted to Part A and thus existing clauses of Part A is being substituted with the new clauses 1 to 5.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would also be available for inspection by the members at the registered office and corporate office of the company on all working days (Monday to Friday) between 11.00 A.M. to 4.00 P.M. excluding Saturday up to December 14, 2016 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

Since prior consent of the members by way of Special Resolution is required for affecting any change in the Memorandum of the Company, the approval of the members are being sought on resolutions, set out at item no 1 & 2, through Postal Ballot. Your Directors recommend the same for approval of the Shareholders as Special Resolution(s).

None of the Directors and Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolutions.

**By Order of the Board**

By Order of the Board

**For Store One Retail India Limited**

**Vikas Khandelwal**  
**Company Secretary**

Place: Gurgaon

Date: November 4, 2016