



August 24, 2021

**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 NCLT Convened Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of SORIL Infra Resources Limited (“the Company”) and disclosures under Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations)**

Dear Sir / Madam,

Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in relation to the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of SORIL Infra Resources Limited, convened on August 20, 2021, through video conferencing/ other audio visual means, pursuant to the Order dated 7<sup>th</sup> July 2021 of the Hon’ble National Company Law Tribunal, Chandigarh Bench, Chandigarh, we submit the following:

- (a) Summary of proceedings of the meeting of the Equity shareholders.
- (b) Voting Results and Scrutinizer’s Report on the meeting of the Equity Shareholders, received today.
- (c) Scrutinizer’s Report(s) on the meetings of the Secured Creditors and Unsecured Creditors, received today.

We further wish to inform that as per the reports of the Scrutinizer, the Equity shareholders, Secured Creditors and Unsecured Creditors of the Company, at their respective meetings held on 20<sup>th</sup> August 2021, have approved, with requisite majority, the proposed Scheme of Amalgamation and Arrangement amongst Albasta Wholesale Services Limited (“Transferor Company 1”), Sentia Properties Limited (“Transferor Company 2”), Lucina Infrastructure Limited (“Transferor Company 3”), Ashva Stud and Agricultural Farms Limited (“Transferor Company 4”), Mahabala Infracon Private Limited (“Transferor Company 5”), SORIL Infra Resources Limited (“Transferor Company 6”), Store One Infra Resources Limited (“Transferor Company 7”), Yaarii Digital Integrated Services Limited (“Transferee Company / Demerging Company 1”), Indiabulls Enterprises Limited (“Resulting Company 1”), Indiabulls Pharmaceuticals Limited (“Demerging Company 2”), Indiabulls Pharmacare Limited (“Resulting Company 2”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“Scheme”).

We request you to kindly take the same on record.

Thanking you,

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

Vikas Khandelwal  
*Company Secretary*

Encl.: a/a

## **SORIL Infra Resources Limited**

**Registered Office:** Plot No. 448-451, Udyog Vihar, Phase-V, Gurugram-122016, Haryana | Tel: 0124 6681199 | Fax: 0124 6681111

**Corporate Office:** One International Center (formerly IFC), Tower - 1, 4th Floor, S. B. Marg, Elphinstone (W), Mumbai – 400013, Maharashtra | Tel: 022 62498580 | Fax: 022 61899600

**CIN:** L52190HR2005PLC077960, **Website:** www.sorilinfraresources.com, **E-mail:** helpdesk@indiabulls.com



## **SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF SORIL INFRA RESOURCES LIMITED CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH, CHANDIGARH**

The meeting of Equity Shareholders of SORIL Infra Resources Limited convened pursuant to the order of the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench, Chandigarh, dated July 7, 2021, was held on Friday, August 20, 2021 at 10:00 A.M. through video conferencing:

The following were in attendance through video conferencing:

1. Mr. Aashish Chopra - Chairperson of the Meeting
2. Mr. Gagandeep Singh - Alternate Chairperson of the Meeting
3. Mr. Pardeep Kapur - Scrutinizer for the meeting
4. Mr. Munish Taneja – Whole Time Director
5. Mr. Vikas Khandelwal – Company Secretary
6. Mr. Vijay Agarwal – Chief Financial Officer

Members Attendance at the meeting through video conferencing - 39

Mr. Aashish Chopra, who was appointed as the Chairman of the meeting pursuant to the order of the Hon'ble NCLT, Chandigarh Bench, Chandigarh, dated July 7, 2021, took the chair. Since the quorum as specified in the aforesaid Order of the NCLT was not present at the time of commencement of meeting, the meeting was adjourned for thirty minutes, and after thirty minutes shareholders present through video conferencing at the meeting constituted the quorum, in terms of the aforesaid Order of NCLT. The Chairman then called the meeting to order and conducted the proceedings of the Meeting.

The Members were briefed on the background of the meeting and were informed that the meeting is being held, through video conference, to consider the Scheme of Amalgamation and Arrangement amongst Albasta Wholesale Services Limited ("Transferor Company 1"), Sentia Properties Limited ("Transferor Company 2"), Lucina Infrastructure Limited ("Transferor Company 3"), Ashva Stud and Agricultural Farms Limited ("Transferor Company 4"), Mahabala Infracon Private Limited ("Transferor Company 5"), SORIL Infra Resources Limited ("Transferor Company 6"), Store One Infra Resources Limited ("Transferor Company 7"), Yaarii Digital Integrated Services Limited ("Transferee Company / Demerging Company 1"), Indiabulls Enterprises Limited ("Resulting Company 1"), Indiabulls Pharmaceuticals Limited ("Demerging Company 2"), Indiabulls Pharmacare Limited ("Resulting Company 2") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Scheme**").

The Chairman informed that the Hon'ble NCLT had appointed Mr. Pardeep Kapur, Chartered Accountant, as the Scrutinizer for the meeting. The Chairman informed the Members that pursuant to the provisions of Companies Act, 2013, all Members had been provided the facility to vote by remote e-voting which remained open from August 17, 2021 at 10:00 A.M. to August 19, 2021 till 5:00 P.M. He further mentioned that those Members who could not vote by remote e-voting may cast their vote by way of insta-poll made available on the window. The Chairman further informed that NCLT appointed scrutinizer shall make a consolidated report in respect of the remote e-voting exercised earlier during 17th to 19th August, and being exercised now during this meeting, and shall submit the same to me and will also be handed over to Company officials for announcing and displaying on the website of the Company and its submission to the stock exchanges as per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **SORIL Infra Resources Limited**

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**CIN:** L52190HR2005PLC077960, **Website:** www.sorilinfraresources.com, **E-mail:** helpdesk@indiabulls.com



The following item of business as per the notice of the meeting was transacted -

1. Scheme of Amalgamation and Arrangement amongst Albasta Wholesale Services Limited (“Transferor Company 1”), Sentia Properties Limited (“Transferor Company 2”), Lucina Infrastructure Limited (“Transferor Company 3”), Ashva Stud and Agricultural Farms Limited (“Transferor Company 4”), Mahabala Infracon Private Limited (“Transferor Company 5”), SORIL Infra Resources Limited (“Transferor Company 6”), Store One Infra Resources Limited (“Transferor Company 7”), Yaarii Digital Integrated Services Limited (“Transferee Company / Demerging Company 1”), Indiabulls Enterprises Limited (“Resulting Company 1”), Indiabulls Pharmaceuticals Limited (“Demerging Company 2”), Indiabulls Pharmacare Limited (“Resulting Company 2”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“Scheme”).

The Chairman then announced the opening of voting platform (Insta Poll) for 20 minutes for those Members, who are attending the meeting, but could not exercise their vote earlier through remote e-voting. At the request of the Chairman, Members voted on the resolution by way of insta-poll made available at the meeting.

Thereafter, the Chairman thanked the Members for participating in the meeting and declared the meeting as closed.

for **SORIL Infra Resources Limited**

A handwritten signature in black ink, appearing to read "Vikas Khandelwal", is written over a horizontal line.

Vikas Khandelwal  
*Company Secretary*

Date: August 24, 2021

## **SORIL Infra Resources Limited**

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**CIN:** L52190HR2005PLC077960, **Website:** www.sorilinfraresources.com, **E-mail:** helpdesk@indiabulls.com

Name of the Company		SORIL INFRA RESOURCES LIMITED									
Date of the NCLT Convened Meeting		20-08-2021									
Total number of shareholders on record date		17163									
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable									
Promoters and Promoter Group:		Not Applicable									
Public:		Not Applicable									
No. of Shareholders attended the meeting through Video Conferencing		1									
Promoters and Promoter Group:		38									
Public:											
Resolution No.		1									
Resolution required: (Ordinary/ Special)		SPECIAL MAJORITY, in terms of the provisions of Sections 230 to 232 of the 2013 Act, AND SEBI Circular No. SEBI/HO/CFD/DILL1/CIR/P/2020/249 dated December 22, 2020. – Approval of the Scheme of Amalgamation and Arrangement between Albasta Wholesale Services Limited, Sentia Properties Limited, Lucina Infrastructure Limited, Ashva Stud and Agricultural Farms Limited, Mahabala Infracon Private Limited, SORIL Infra Resources Limited, Store One Infra Resources Limited, Yaarii Digital Integrated Services Limited, Indiabulls Enterprises Limited, Indiabulls Pharmaceuticals Limited and Indiabulls Pharmicare Limited and their respective shareholders and creditors.									
Whether promoter/ promoter group are interested in the agenda/resolution?		SEBI Circular No. SEBI/HO/CFD/DILL1/CIR/P/2020/249 dated December 22, 2020.									
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		2,03,83,310	100.0000	2,03,83,310	0	100.0000	0.0000			
	Poll	2,03,83,310	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
Public- Institutions	Total		2,03,83,310	100.0000	2,03,83,310	0	100.0000	0.0000			
	E-Voting		31,43,600	99.7958	31,43,600	0	100.0000	0.0000			
	Poll	31,50,033	0	0.0000	0	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		31,43,600	99.7958	31,43,600	0	100.0000	0.0000			
	E-Voting		9,83,164	12.3410	9,70,841	12,323	98.7465	1.2534			
Total	Poll	79,66,657	1,29,374	1.6239	1,29,374	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		11,12,538	13.9649	11,00,215	12,323	98.8924	1.1076			
Total			3,15,00,000	78.2205	2,46,27,125	12,323	99.9500	0.0500			

Yours faithfully,  
For SORIL Infra Resources Limited



Vikas Khandelwal  
Company Secretary

Date: 24-08-2021

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Ph: 9810833488

CA Pardeep Kapur  
Chartered Accountant  
343-PP, Sector-108, Emaar Mohali Hills,  
Mohali - 140306 (Punjab)

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**SCRUTINIZER'S REPORT**

(Tribunal convened meeting of the equity shareholders of  
SORIL Infra Resources Limited (CIN: L52190HR2005PLC077960))

To,

1. **Mr. Aashish Chopra, Senior Advocate**  
Tribunal appointed Chairperson for the Meeting
2. **Mr. Gagandeep Singh, Advocate**  
Tribunal appointed Alternate Chairperson for the Meeting

**Sub: Tribunal convened meeting of the equity shareholders of SORIL Infra Resources Limited. i.e. Applicant Company No. 6 (CIN: L52190HR2005PLC077960) held on Friday, August 20th, 2021 at 10.00 AM held through Video conferencing or other audio/visual means**

Respected Sirs',

Pursuant to order dated 7th July, 2021 ("Order") passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh ("Tribunal") passed in Company Application No. CA (CAA) NO. 45/Chd/Hry/2020, it was directed inter alia, to hold the meeting of equity shareholders of SORIL Infra Resources Limited ("Company") on Friday, August 20th, 2021 at 10.00 am ("Meeting"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement ("Scheme") between the Company, Albasta Wholesale Services Ltd., Sentia Properties Ltd., Lucina Infrastructure Ltd., Ashva Stud and Agricultural Farms Ltd., Mahabala Infracon Private Ltd., Soril Infra Resources Ltd., Store One Infra Resources Ltd., Yaarii Digital Integrated Services Ltd., Indiabulls Enterprises Ltd., Indiabulls Pharmaceuticals Ltd., Indiabulls Pharmacare Ltd. and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("Act").



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Chartered Accountant  
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Mohali - 140306 (Punjab)

In view of the Order, the Meeting was held through Video conferencing on e-voting Platform and other audio/video means (following the operating procedures issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the equity shareholders of the Company regarding passing the below mentioned resolution as contained in the notice dated 14.07.2021 for convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the "Notice").

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and any other rules, circulars and notifications made thereunder (including any statutory modifications(s) or re-enactment(s) thereof) as may be applicable, Section 2(42C) of the Income-tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the Observation letter/No-objection letter issued by each of the BSE Limited and National Stock Exchange of India Limited dated September 5, 2019 and September 3, 2019 respectively, and subject to the provisions of Memorandum of Association and Articles of Association of SORIL Infra Resources Limited ("**Company**") and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Chandigarh ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement between Albasta Wholesale Services Ltd., Sentia Properties Ltd., Lucina Infrastructure Ltd., Ashva Stud and Agricultural Farms Ltd., Mahabala Infracon Private Ltd., Soril Infra Resources Ltd., Store One Infra Resources Ltd., Yaarii Digital Integrated Services Ltd., Indiabulls Enterprises Ltd., Indiabulls Pharmaceuticals Ltd., Indiabulls Pharmacare Ltd. and their respective shareholders and creditors ("**Scheme**"), the draft of which was circulated along with this Notice, be and is hereby approved.

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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT or tribunals while sanctioning the arrangement embodied in the Scheme or by any other authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries an/or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

The equity shareholders of the Company were entitled to vote on the proposed resolution mentioned above through remote e-voting facility which was made available between Tuesday, 17th August, 2021 at 10.00 AM (IST) and Thursday, 19th August, 2021 at 05.00 Pm (IST) as well as during the meeting on Friday, 20th August, 2021. The Company appointed KFin Technologies Private Limited (“KFin Tech”) for the purposes of providing remote e-voting as well as e-voting facility during the meeting.

Since the Meeting was held through Video conferencing, physical attendance of equity shareholders at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the equity shareholders was not available for the Meeting, hence the proxy forms and attendance slip were not annexed to the Notice.

I, Pardeep Kapur, Chartered Accountant, appointed by the Hon’ble Tribunal vide the said Order, as Scrutinizer, to scrutinise the voting done at the Meeting, submit my report as under:

**REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING**

1. Based on the records provided by the Management of the Company, I understand as follows:



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*CA Pardeep Kapur*  
Chartered Accountant  
343-PP, Sector-108, Emaar Mohali Hills,  
Mohali - 140306 (Punjab)

- (i) Notices along with relevant annexures in relation to the Meeting were sent by the Company by Email to 14531 equity shareholders whose email IDs are registered with the KFin Tech/Depositories/Company; by Courier to 2024 equity shareholders and by Registered Post to 434 equity shareholders who have not registered their Email IDs with the KFin Tech/Depositories/Company at their last known address as available with the Company.
  - (ii) The Company published advertisements in relation to the Meeting in "Financial Express" (English) (Chandigarh & Delhi Edition) and "Jansatta" (Hindi) (Chandigarh & Delhi Edition) on July, 20th, 2021.
  - (iii) The Company appointed KFin Technologies Private Limited ("KFin Tech") to provide e-voting services to enable the equity shareholders to cast their votes using remote e-voting system as well as e-voting during the meeting. KFin Tech is also the Registrar and Transfer Agent of the Company.
  - (iv) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules made thereunder and SEBI Listing Regulations relating to the voting done through the remote e-voting and e-voting at the Meeting on the resolution contained in the Notice of the Meeting.
  - (v) The remote e-voting period commenced on Tuesday, 17th August, 2021 at 10.00 AM and ended on Thursday, 19th August, 2021 at 05.00 PM. This voting process is conducted at [evoting.kfintech.com](http://evoting.kfintech.com).
2. I verified the supporting documents, Board Resolutions/Authorisations of the equity shareholders attending the meeting, which were provided to me by the Company by email.



## REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING

1. In compliance with the Order, the meeting was duly convened and held on Friday, August 20, 2021 at 10.00 AM through Video conferencing at the Registered Office of the Company located at Plot No, 448-451, Udyog Vihar, Phase-V, Gurugram - 122016. Along with me, the Chairperson, Mr. Aashish Chopra, Senior Advocate and the Alternate Chairperson, Mr. Gagandeep Singh, Advocate were also present at the Meeting through Video conferencing.
2. As per directions contained in the Order, quorum of the meeting was fixed to be 5954 equity shareholders in number and 40% in value of the paid up share capital. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of Meeting, then the Meeting shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 10.00 AM, however, due to absence of the requisite quorum, it was adjourned by 30 Minutes in terms of the Order and was thereafter, reconvened at 10.36 AM, at which time there were 39 equity shareholders were present and formed the quorum for the meeting.
3. The Scheme was explained to the equity shareholders of the Company who were present at the Meeting.
4. The summary of votes cast through remote e-voting and e-voting at the meeting by the equity shareholders, which has been prepared by relying upon the e-voting results compiled by e-voting platform of KFinTech, is as under:

(i) Voting through remote e-voting and e-voting during the meeting by equity shareholders:

Particulars	No. of Voters	No. of Equity Shares	Percentage
a) Votes with assent	71	24627125	99.95%
b) Votes with dissent	5	12323	0.05%
c) Total Votes received	76	24639448*	100%

\* Less voted 703



(ii) Voting through remote e-voting and e-voting during the meeting by equity shareholders  
(excluding promoters):

Particulars	No. of Voters	No. of Equity Shares	Percentage
a) Votes with assent	70	4243815	99.7%
b) Votes with dissent	5	12323	0.3%
c) Total Votes received	75	4256138*	100%

\* Less voted 703

\*\* Out of 70 Voters with assent, Resolutions/Authorisations of 2 Voters having 125369 equity shares not provided.

- In terms of the provisions of Regulation 44 of the Listing Regulations, the combined results of voting held through remote e-voting and e-voting at the meeting is enclosed as "Annexure -A".
- On the basis of voting results, summarised as above and as per annexure, the resolution put to vote vide Notice dated 14.07.2021, stands approved with requisite majority i.e. by majority of persons representing three-fourth in value of the equity shares, voting at the meeting through VC or by remote e-voting, in terms of the provisions of Section 230 to 232 of the Companies Act, 2013, and the votes of public shareholders, approving the Scheme, are more than the number of votes of public shareholders against it, in terms of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED December 22, 2020.
- The records/papers relating to the Meeting, if any, were shared with the Chairperson of the Meeting after its conclusion.

You may accordingly declare the results of the Electronic Voting conducted in the meeting and remote e-voting by the equity shareholders of the company.



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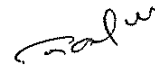
*CA Pardeep Kapur*  
Chartered Accountant  
343-PP, Sector-108, Emaar Mohali Hills,  
Mohali - 140306 (Punjab)

Thanking you,

Yours truly,

Dated: August 21st, 2021

Place : Mohali (Punjab)



(CA Pardeep Kapur)

Membership No. 090095

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: 21090095AAAABM8909

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## Annexure - A

SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 Evoting														
Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Approval to the Scheme of amalgamation and arrangement	54	24510777	49	24497751	99.949	5	12323	0.050	0	0	0	0	703

SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 Instapoll														
Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Approval to the Scheme of amalgamation and arrangement	22	129374	22	129374	100	0	0	0	0	0	0	0	0

SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 eVoting and Instapoll														
Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	Approval to the Scheme of amalgamation and arrangement	76	24640151	71	24627125	99.95	5	12323	0.05	0	0	0	0	703

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**SCRUTINIZER'S REPORT**

(Tribunal convened meeting of the secured creditors of  
**SORIL Infra Resources Limited (CIN: L52190HR2005PLC077960)**)

To,

1. **Mr. Aashish Chopra, Senior Advocate**  
Tribunal appointed Chairperson for the Meeting
  
2. **Mr. Gagandeep Singh, Advocate**  
Tribunal appointed Alternate Chairperson for the Meeting

**Sub: Tribunal convened meeting of the secured creditors of SORIL Infra Resources Limited. i.e. Applicant Company No. 6 (CIN: L52190HR2005PLC077960) held on Friday, August 20th, 2021 at 02.00 PM held through Video conferencing or other audio/visual means**

**Respected Sirs',**

Pursuant to order dated 7th July, 2021 ("**Order**") passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh ("**Tribunal**") passed in Company Application No. CA (CAA) NO. 45/Chd/Hry/2020, it was directed inter alia, to hold the meeting of secured creditors of SORIL Infra Resources Limited ("**Company**") on Friday, August 20th, 2021 at 02.00 pm ("**Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement ("**Scheme**") between the Company, Albasta Wholesale Services Ltd., Sentia Properties Ltd., Lucina Infrastructure Ltd., Ashva Stud and Agricultural Farms Ltd., Mahabala Infracon Private Ltd., Soril Infra Resources Ltd., Store One Infra Resources Ltd., Yaarii Digital Integrated Services Ltd., Indiabulls Enterprises Ltd., Indiabulls Pharmaceuticals Ltd., Indiabulls Pharmacare Ltd. and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**").



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*CA Pardeep Kapur*  
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Mohali - 140306 (Punjab)

In view of the Order, the Meeting was held through Video conferencing on e-voting Platform and other audio/video means (following the operating procedures issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the secured creditors of the Company regarding passing the below mentioned resolution as contained in the notice dated 14.07.2021 for convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the "Notice").

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and any other rules, circulars and notifications made thereunder (including any statutory modifications(s) or re-enactment(s) thereof) as may be applicable, Section 2(42C) of the Income-tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the Observation letter/No-objection letter issued by each of the BSE Limited and National Stock Exchange of India Limited dated September 5, 2019 and September 3, 2019 respectively, and subject to the provisions of Memorandum of Association and Articles of Association of SORIL Infra Resources Limited ("**Company**") and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Chandigarh ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement between Albasta Wholesale Services Ltd., Sentia Properties Ltd., Lucina Infrastructure Ltd., Ashva Stud and Agricultural Farms Ltd., Mahabala Infracon Private Ltd., Soril Infra Resources Ltd., Store One Infra Resources Ltd., Yaarii Digital Integrated Services Ltd., Indiabulls Enterprises Ltd., Indiabulls Pharmaceuticals Ltd., Indiabulls Pharmacare Ltd. and their respective shareholders and creditors ("**Scheme**"), the draft of which was circulated along with this Notice, be and is hereby approved.

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*CA Pardeep Kapur*  
Chartered Accountant  
343-PP, Sector-108, Emaar Mohali Hills,  
Mohali - 140306 (Punjab)

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT or tribunals while sanctioning the arrangement embodied in the Scheme or by any other authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries an/or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

The secured creditors of the Company were entitled to vote on the proposed resolution mentioned above through remote e-voting facility which was made available between Tuesday, 17th August, 2021 at 10.00 AM (IST) and Thursday, 19th August, 2021 at 05.00 Pm (IST) as well as during the meeting on Friday, 20th August, 2021. The Company appointed KFin Technologies Private Limited (“KFin Tech”) for the purposes of providing remote e-voting as well as e-voting facility during the meeting.

Since the Meeting was held through Video conferencing, physical attendance of secured creditors at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the secured creditors was not available for the Meeting, hence the proxy forms and attendance slip were not annexed to the Notice.

I, Pardeep Kapur, Chartered Accountant, appointed by the Hon’ble Tribunal vide the said Order, as Scrutinizer, to scrutinise the voting done at the Meeting, submit my report as under:

**REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING**

1. Based on the records provided by the Management of the Company, I understand as follows:



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- (i) Notices along with relevant annexures in relation to the Meeting were sent by the Company by Courier to 9 secured creditors at their last known address as available with the Company.
  - (ii) The Company published advertisements in relation to the Meeting in "Financial Express" (English) (Chandigarh & Delhi Edition) and "Jansatta" (Hindi) (Chandigarh & Delhi Edition) on July, 20th, 2021.
  - (iii) The Company appointed KFin Technologies Private Limited ("KFin Tech") to provide e-voting services to enable the secured Creditors to cast their votes using remote e-voting system as well as e-voting during the meeting. KFin Tech is also the Registrar and Transfer Agent of the Company.
  - (iv) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules made thereunder and SEBI Listing Regulations relating to the voting done through the remote e-voting and e-voting at the Meeting on the resolution contained in the Notice of the Meeting.
  - (v) The remote e-voting period commenced on Tuesday, 17th August, 2021 at 10.00 AM and ended on Thursday, 19th August, 2021 at 05.00 PM. This voting process is conducted at [evoting.kfintech.com](http://evoting.kfintech.com).
2. I verified the supporting documents, Board Resolutions/Authorisations of the secured creditors attending the meeting, which were provided to me by the Company by email.

**REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING**

1. In compliance with the Order, the meeting was duly convened and held on Friday, August 20, 2021 at 02.00 PM through Video conferencing at the Registered Office of the Company located at Plot No, 448-451, Udyog Vihar, Phase-V, Gurugram - 122016. Along with me, the Chairperson, Mr. Aashish Chopra, Senior Advocate and the Alternate Chairperson, Mr. Gagandeep Singh, Advocate were also present at the Meeting through Video conferencing.



2. As per directions contained in the Order, quorum of the meeting was fixed to be 4 secured creditors in number and 40% in value of secured creditors. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of Meeting, then the Meeting shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 02.00 PM, however, due to absence of the requisite quorum, it was adjourned by 30 Minutes in terms of the Order and was thereafter, reconvened at 02.32 PM, at which time there were 3 secured creditors were present and formed the quorum for the meeting.
3. The Scheme was explained to the secured creditors of the Company who were present at the Meeting.
4. The summary of votes cast through remote e-voting and e-voting during the Meeting, which has been prepared by relying upon the e-voting results compiled by e-voting platform of KFinTech, is as under:

Particulars	No. of Voters	Secured Debt (Rs.)	Percentage
a) Votes with assent	9	368073390	100%
b) Votes with dissent	0	0	0
c) Total Votes received	9	368073390	100%

\* Less voted for 72688448

5. In terms of the provisions of Regulation 44 of the Listing Regulations, the combined results of voting held through remote e-voting and e-voting at the meeting is enclosed as "Annexure -A".
6. On the basis of voting results, summarised as above and as per annexure, the resolution put to vote vide Notice dated 14.07.2021, stands approved with requisite majority i.e. by majority of persons representing three-fourth in value of the secured creditors, voting at the meeting through VC or by remote e-voting, in terms of the provisions of Section 230 to 232 of the Companies Act, 2013.

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Ph: 9810833488

*CA Pardeep Kapur*  
Chartered Accountant  
343-PP, Sector-108, Emaar Mohali Hills,  
Mohali - 140306 (Punjab)

7. The records/papers relating to the Meeting, if any, were shared with the Chairperson of the Meeting after its conclusion.

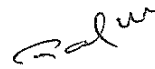
You may accordingly declare the results of the Electronic Voting conducted in the meeting and remote e-voting by the secured creditors of the company.

Thanking you,

Yours truly,

Dated: August 21st, 2021

Place : Mohali (Punjab)



(CA Pardeep Kapur)

Membership No. 090095

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: 21090095AAAABN5092

Annexure - A

SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 Evoting														
Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballot	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots/Votes	Ballots	Votes		
1	Approval to the Scheme of amalgamation and arrangement	7	390637421	7	317948973	100	0	0	0	0	0	0	0	72688448

SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 Instapoll														
Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballot	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots/Votes	Ballots	Votes		
1	Approval to the Scheme of amalgamation and arrangement	2	50124417	2	50124417	100	0	0	0	0	0	0	0	0

SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 eVoting and Instapoll														
Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballot	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots/Votes	Ballots	Votes		
1	Approval to the Scheme of amalgamation and arrangement	9	440761838	9	368073390	100	0	0	0	0	0	0	0	72688448

**SCRUTINIZER'S REPORT**

(Tribunal convened meeting of the unsecured creditors of  
SORIL Infra Resources Limited (CIN: L52190HR2005PLC077960))

To,

1. **Mr. Aashish Chopra, Senior Advocate**  
Tribunal appointed Chairperson for the Meeting
2. **Mr. Gagandeep Singh, Advocate**  
Tribunal appointed Alternate Chairperson for the Meeting

**Sub: Tribunal convened meeting of the unsecured creditors of SORIL Infra Resources Limited. i.e. Applicant Company No. 6 (CIN: L52190HR2005PLC077960) held on Friday, August 20th, 2021 at 03.30 PM held through Video conferencing or other audio/visual means**

Respected Sirs',

Pursuant to order dated 7th July, 2021 ("**Order**") passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh ("**Tribunal**") passed in Company Application No. CA (CAA) NO. 45/Chd/Hry/2020, it was directed inter alia, to hold the meeting of unsecured creditors of SORIL Infra Resources Limited ("**Company**") on Friday, August 20th, 2021 at 03.30 pm ("**Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement ("**Scheme**") between the Company, Albasta Wholesale Services Ltd., Sentia Properties Ltd., Lucina Infrastructure Ltd., Ashva Stud and Agricultural Farms Ltd., Mahabala Infracon Private Ltd., Soril Infra Resources Ltd., Store One Infra Resources Ltd., Yaarii Digital Integrated Services Ltd., Indiabulls Enterprises Ltd., Indiabulls Pharmaceuticals Ltd., Indiabulls Pharmacare Ltd. and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**").



In view of the Order, the Meeting was held through Video conferencing on e-voting Platform and other audio/video means (following the operating procedures issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the unsecured creditors of the Company regarding passing the below mentioned resolution as contained in the notice dated 14.07.2021 for convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the "Notice").

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and any other rules, circulars and notifications made thereunder (including any statutory modifications(s) or re-enactment(s) thereof) as may be applicable, Section 2(42C) of the Income-tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the Observation letter/No-objection letter issued by each of the BSE Limited and National Stock Exchange of India Limited dated September 5, 2019 and September 3, 2019 respectively, and subject to the provisions of Memorandum of Association and Articles of Association of SORIL Infra Resources Limited ("**Company**") and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Chandigarh ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement between Albasta Wholesale Services Ltd., Sentia Properties Ltd., Lucina Infrastructure Ltd., Ashva Stud and Agricultural Farms Ltd., Mahabala Infracon Private Ltd., Soril Infra Resources Ltd., Store One Infra Resources Ltd., Yaarii Digital Integrated Services Ltd., Indiabulls Enterprises Ltd., Indiabulls Pharmaceuticals Ltd., Indiabulls Pharmacare Ltd. and their respective shareholders and creditors ("**Scheme**"), the draft of which was circulated along with this Notice, be and is hereby approved.



**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT or tribunals while sanctioning the arrangement embodied in the Scheme or by any other authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries an/or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

The unsecured creditors of the Company were entitled to vote on the proposed resolution mentioned above through remote e-voting facility which was made available between Tuesday, 17th August, 2021 at 10.00 AM (IST) and Thursday, 19th August, 2021 at 05.00 Pm (IST) as well as during the meeting on Friday, 20th August, 2021. The Company appointed KFin Technologies Private Limited (“KFin Tech”) for the purposes of providing remote e-voting as well as e-voting facility during the meeting.

Since the Meeting was held through Video conferencing, physical attendance of unsecured creditors at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the unsecured creditors was not available for the Meeting, hence the proxy forms and attendance slip were not annexed to the Notice.

I, Pardeep Kapur, Chartered Accountant, appointed by the Hon’ble Tribunal vide the said Order, as Scrutinizer, to scrutinise the voting done at the Meeting, submit my report as under:

**REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING**

1. Based on the records provided by the Management of the Company, I understand as follows:



- (i) Notices along with relevant annexures in relation to the Meeting were sent by Courier to 587 unsecured creditors and by Registered Post to 71 unsecured creditors, at their last known address as available with the Company.
  - (ii) The Company published advertisements in relation to the Meeting in "Financial Express" (English) (Chandigarh & Delhi Edition) and "Jansatta" (Hindi) (Chandigarh & Delhi Edition) on July, 20th, 2021.
  - (iii) The Company appointed KFin Technologies Private Limited ("KFin Tech") to provide e-voting services to enable the Unsecured Creditors to cast their votes using remote e-voting system as well as e-voting during the meeting. KFin Tech is also the Registrar and Transfer Agent of the Company.
  - (iv) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules made thereunder and SEBI Listing Regulations relating to the voting done through the remote e-voting and e-voting at the Meeting on the resolution contained in the Notice of the Meeting.
  - (v) The remote e-voting period commenced on Tuesday, 17th August, 2021 at 10.00 AM and ended on Thursday, 19th August, 2021 at 05.00 PM. This voting process is conducted at [evoting.kfintech.com](http://evoting.kfintech.com).
2. I verified the supporting documents, Board Resolutions/Authorisations of the unsecured creditors attending the meeting, which were provided to me by the Company by email.

**REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING**

1. In compliance with the Order, the meeting was duly convened and held on Friday, August 20, 2021 at 03.30 PM through Video conferencing at the Registered Office of the Company located at Plot No, 448-451, Udyog Vihar, Phase-V, Gurugram - 122016. Along with me, the Chairperson, Mr. Aashish Chopra, Senior Advocate and the Alternate Chairperson, Mr. Gagandeep Singh, Advocate were also present at the Meeting through Video conferencing.



2. As per directions contained in the Order, quorum of the meeting was fixed to be 263 unsecured creditors in number and 40% in value. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of Meeting, then the Meeting shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 03.30 PM, however, due to absence of the requisite quorum, it was adjourned by 30 Minutes in terms of the Order and was thereafter, reconvened at 04.02 PM, at which time there were 12 unsecured creditors were present and formed the quorum for the meeting.
3. The Scheme was explained to the unsecured creditors of the Company who were present at the Meeting.
4. The summary of votes cast through remote e-voting and e-voting during the Meeting, which has been prepared by relying upon the e-voting results compiled by e-voting platform of KFinTech, is as under:

Particulars	No. of Voters	Unsecured Debt (Rs.)	Percentage
a) Votes with assent	345	521387041	99.59%
b) Votes with dissent	3	2167198	0.41%
c) Total Votes received	348	523554239*	100%

\* Less voted for Rs.8913984

\*\* Votes abstain 5 with a value of Rs.2850574

\*\*\* Resolutions/Authorisations to vote of 40 unsecured creditors with value of Rs.34533297/- not provided.

5. In terms of the provisions of Regulation 44 of the Listing Regulations, the combined results of voting held through remote e-voting and e-voting at the meeting is enclosed as "Annexure -A".



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Chartered Accountant  
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Mohali - 140306 (Punjab)

6. On the basis of voting results, summarised as above and as per annexure, the resolution put to vote vide Notice dated 14.07.2021, stands approved with requisite majority i.e. by majority of persons representing three-fourth in value of the unsecured creditors, voting at the meeting through VC or by remote e-voting, in terms of the provisions of Section 230 to 232 of the Companies Act, 2013.
7. The records/papers relating to the Meeting, if any, were shared with the Chairperson of the Meeting after its conclusion.

You may accordingly declare the results of the Electronic Voting conducted in the meeting and remote e-voting by the unsecured creditors of the company.

Thanking you,

Yours truly,

Dated: August 21st, 2021

Place : Mohali (Punjab)

  
(CA Pardeep Kapur)

Membership No. 090095

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: 21090095AAAAABO4100

**Annexure - A**

**SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 Evoting**

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain	Less Voted	
		Ballot	Votes	Ballot	Votes	%	Ballot	Votes	%	Ballot	Vote/allo			
1	Approval to the Scheme of amalgamation and arrangement	348	531019881	342	519236513	99.58	3	2167198	0.41	0	0	4	702186	8913984

**SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 Instapoll**

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain	Less Voted	
		Ballot	Votes	Ballot	Votes	%	Ballot	Votes	%	Ballot	Vote/allo			
1	Approval to the Scheme of amalgamation and arrangement	4	4298916	3	2150528	100	0	0	0	0	0	1	2148388	0

**SORIL INFRA RESOURCES LIMITED CCM-20/08/2021 eVoting and Instapoll**

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain	Less Voted	
		Ballot	Votes	Ballot	Votes	%	Ballot	Votes	%	Ballot	Vote/allo			
1	Approval to the Scheme of amalgamation and arrangement	352	535318797	345	521387041	99.58	3	2167198	0.41	0	0	5	2850574	8913984

6