

Notice



INDIABULLS SECURITIES LIMITED

Registered Office: F-60, Malhotra Building, 2nd Floor,
Connaught Place, New Delhi – 110 001

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of INDIABULLS SECURITIES LIMITED will be held on Friday, 30th day of September, 2011 at 11:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Sharma (DIN:00010912) , who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Aishwarya Katoch (DIN:00557488), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117366W), be and are hereby appointed as Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

Item No. 5

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the applicable provisions, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the Listing Agreements with stock exchanges, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, the applicable guidelines and clarifications issued by the Reserve Bank of India and any other statutory/regulatory authorities, consent of the shareholders be and is hereby accorded for amending the ‘Indiabulls Securities Limited Employees Stock Option Scheme 2008’ and ‘Indiabulls Securities Limited Employees Stock Option Scheme 2009’ (the **“Stock Option Schemes”**), earlier consented to / approved by the shareholders, so as to amend the exercise price under respective Stock Option Schemes, to be the market price of the equity shares of the Company, being the latest available closing price, prior to the date of grant or the price as may be decided by the Board.”

By Order of the Board
For Indiabulls Securities Limited

Sd/-
R. K. Agarwal
Company Secretary

Place: New Delhi
Dated: September 5, 2011

Notes:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 26, 2011 to Friday, September 30, 2011(both days inclusive).
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office, not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 187 of the Companies Act, 1956. The representative so appointed, shall have the right to appoint a proxy.**
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the Meeting, is annexed hereto.
4. Members holding shares in physical form are requested to promptly notify any change in their address / bank account details to the Company's Registrar and Transfer Agent, M/s Karvy Computershare Private Limited, Plot Nos. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081. Members holding shares in dematerialized form are requested to notify the aforesaid changes to their depository participants.
5. Members attending the Annual General Meeting are requested to bring with them the following:
 - (a) Members holding shares in dematerialized form – the details of their DP & Client ID Numbers.
 - (b) Members holding shares in physical form - the details of their Folio Numbers.
 - (c) The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company and copy of the Annual Report.
 - (d) In case of Bodies Corporate, the authorized representative should bring with him / her a certified copy of the relevant Board / Governing Body Resolution of the entity concerned. In the event such a person wants to appoint a proxy to represent himself / herself, the conditions as outlined above, as to proxy / deposition of the proxy with the Company, would apply. The proxy form in such a case should be accompanied by a copy of the relevant resolution.

The Company would accept only the Attendance Slip from a member actually attending the Meeting or from the duly appointed representative of a body corporate, attending the meeting on its behalf; or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the meeting. Attendance Slips of Members /valid proxies not personally present at the Meeting, or relating to Proxies which are invalid, will not be accepted from any other member / person.

6. As stipulated under Clause 49 of the Listing Agreement, information in respect of Directors seeking re-appointment at the meeting is given in the Corporate Governance Report which forms part of the Annual Report.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5

With a view to protect the interest of the employees vis-à-vis the grant of options under various existing ESOP Schemes of the Company viz. 'Indiabulls Securities Limited Employees Stock Option Scheme 2008' and 'Indiabulls Securities Limited Employees Stock Option Scheme 2009', the Board of Directors of the Company has, at its meeting held on September 5, 2011, recommended and principally approved to make the amendment in the above said Schemes, with respect to the exercise price, which shall be the market price of the equity shares of the Company, being the latest available closing price, prior to the date of grant or the price as may be decided by the Board. This would be beneficial to the interest of the employees.

Therefore, the approval of shareholders to the resolution set out at item no. 5 of this Notice is sought by way of this Special Resolution.

None of the Directors of the Company are deemed to be concerned or interested in the resolutions, except to the extent of the options granted to them or the securities that may be offered to them under the Scheme.

By Order of the Board
For Indiabulls Securities Limited

Sd/-
R. K. Agarwal
Company Secretary

Place: New Delhi
Dated: September 5, 2011

Indiabulls

S E C U R I T I E S

Indiabulls Securities Limited

Registered Office: F-60, Malhotra Building, 2nd Floor, Connaught Place, New Delhi – 110001

PROXY FORM

I/We _____ of _____
_____ in the district of _____ being a member/ members of
INDIABULLS SECURITIES LIMITED hereby appoint _____ of _____
_____ in the district of _____ or failing him / her
_____ of _____ in the district of _____
as my /our proxy to attend and vote for me/us on my/our behalf at the Sixteenth Annual General Meeting of the Company
scheduled to be held on Friday, 30th day of September, 2011 at 11:00 A.M. at Centuar Hotel, IGI Airport, Delhi-Gurgaon
Road, New Delhi – 110 037, or at any adjournment thereof.

Signed this _____ day of _____ 2011.

Affix
Re. 1/-
Revenue
Stamp

Signed by said _____ Registered Folio
No* _____ Client ID _____ DP ID _____ No. of Shares _____

* Applicable for Members holding shares in Physical form.

Note : The Proxy form duly stamped and completed must be deposited at the Registered Office of the Company not less
than 48 hours before the commencement of the aforesaid meeting.

Indiabulls

S E C U R I T I E S

Indiabulls Securities Limited

Registered Office: F-60, Malhotra Building, 2nd Floor, Connaught Place, New Delhi – 110001

ATTENDANCE SLIP

Folio No.*

No. of Shares

DP ID

Client ID

*Members or their proxies are requested to present this slip in accordance with the Specimen Signatures registered with the
Company, at the entrance of the meeting Hall, for admission.*

Name of the attending Member / Proxy _____
(in block letters)

I hereby record my presence at the Sixteenth Annual General Meeting of the Company held on Friday, 30th day of
September, 2011 at 11:00 A.M. at Centuar Hotel, IGI Airport, Delhi Gurgaon Road, New Delhi – 110 037

Member's Signature

Proxy's Signature

* Applicable for Members holding shares in Physical form

