

**INDIABULLS VENTURES LIMITED**

(formerly known as Indiabulls Securities Limited)

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

CIN: L74999DL1995PLC069631

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

Website: <http://www.securities.indiabulls.com/>

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING of the members of **INDIABULLS VENTURES LIMITED** (formerly known as Indiabulls Securities Limited) will be held on Monday, the 7th day of September, 2015 at 2:00 P.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, 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, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividends, declared on equity shares of the Company, for the financial year 2014-15.
3. To appoint a Director in place of Mr. Divyesh B. Shah (DIN: 00010933), designated as Whole-time Director and Chief Executive Officer, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company to hold office as such from the conclusion of this AGM until the conclusion of the Twenty First Annual General Meeting of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), be and are hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of Twenty First Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:**Item No. 5:**

To consider and if thought fit to pass the following resolution as a Special Resolution for enhancement of existing Borrowing limits of the Company:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of **INR 2,000 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 acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Item No. 6:

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution, for appointment of Ms. Pia Johnson, as Non-Executive Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Pia Johnson (DIN 00722403), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2015, in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Place: Gurgaon
Date: August 5, 2015

By Order of the Board of Directors
For **Indiabulls Ventures Limited**
(formerly known as Indiabulls Securities Limited)

Registered Office:
M-62 & 63, First Floor,
Connaught Place, New Delhi - 110 001
CIN: L74999DL1995PLC069631
Email: helpdesk@indiabulls.com

Sd/-
Richa Jaiswal
Company Secretary

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 1st day of September, 2015 to Monday, 7th day of September, 2015 (both days inclusive), for annual closing.
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

- (c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company.

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

- (d) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- (e) Electronic copy of the Annual Report for FY 2015 is 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 address, physical copy of the Annual Report for FY 2015 is being sent in the permitted mode.
- (f) Electronic copy of the Notice of the 20th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form is 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 address, physical copy of the Notice of the 20th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
- (g) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on July 31, 2015, Directors and the Auditors of the Company. Members may note that Notice of the 20th Annual General Meeting and the Annual Report for FY 2015 will also be available on the Company's website <http://www.securities.indiabulls.com/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days.
- (h) **Voting through electronic means**
- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).

- II. The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Thursday, the 3rd day of September, 2015 at 10:00 A.M. and ends on Sunday, the 6th day of September, 2015 at 5.00 P.M.** During this period members of the Company, holding shares either in physical form or dematerialized form, as on the cut off date being Monday, the 31st day of August, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. 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	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID. b) For CDSL:- 16 digits beneficiary ID. For Members holding shares in Physical Form:- • 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 Thursday, the 3rd day of September, 2015 at 10:00 A.M. to Sunday, the 6th day of September, 2015 at 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 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 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.
- On successful login, system will prompt to select the 'Event' i.e.-'**Company Name**'.
- 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, 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 /Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sushanthota73@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."
- VI. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being, Monday, 31st day of August, 2015.
 - VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date being Monday, the 31st day of August, 2015, may obtain the login-id and password by sending a request at varghese1@karvy.com. **However, if you are already registered with Karvy for remote e-voting than you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Use Details/Password" option available on 'https://evoting.karvy.com'**
 - VIII. 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.
 - IX. Mr. S. K. Hota (Membership No. ACS 16165) of M/s S. K. Hota & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - X. The Chairman shall, at the AGM, 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.
 - XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
 - XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the Company's website <http://www.securities.indiabulls.com/> and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
 - XIII. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 a.m. to 5:30 p.m.) on all working days except Saturdays, upto and including the date of AGM of the Company.

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

Item No. 5

The Shareholders of Company in their last Annual General Meeting held on 29th September, 2014 approved the borrowing upto INR 1,000 Crores. However in order to sustain growth of Company's business, substantial funds are required to be raised by it from various Banks / Institutions /Corporates /Entities etc. which may exceed the limit earlier approved by the Shareholders. It is therefore proposed to increase the borrowing limit of the Company from INR 1,000 Crores to INR 2,000 Crores.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, in a case where the borrowings sought to be made by the Company, together with the outstanding borrowings, at the relevant point of time, exceeds the aggregate of paid up capital and free reserves of the Company, a prior approval of the shareholders by way of a special resolution is required, before the transaction can be effectuated by its Board of Directors.

The approval of the Members authorizing the Board for the borrowings, as set out at Item No. 5 of this Notice, is therefore being sought, by way of Special Resolution.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution at Item No. 5 of this Notice.

Item No. 6

The Board of Directors at their meeting held on 10th March, 2015, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Pia Johnson as an Additional Director under Section 161(1) of the Companies Act, 2013 and Article 127 of Articles of Association of the Company and as a Non-Executive Director. Her term of office expires at the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company.

Ms. Pia Johnson aged about 36 years, is law graduate from Mumbai University. She has rich experience in facilities. Keeping in view her vast experience & knowledge, the Board is of the view that it will be in the interest of the Company that she is appointed as Non-Executive Director of the Company.

The Board recommends the passing of the resolution as set out at Item No. 6 of this Notice as an Ordinary Resolution.

Except Ms. Pia Johnson, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution at Item No. 6 of this Notice.

Place: Gurgaon
Date: August 5, 2015

Registered Office:
M-62 & 63, First Floor,
Connaught Place, New Delhi - 110 001
CIN: L74999DL1995PLC069631
Email: helpdesk@indiabulls.com

By Order of the Board of Directors
For **Indiabulls Ventures Limited**
(formerly known as Indiabulls Securities Limited)

Sd/-

Richa Jaiswal
Company Secretary

Indiabulls

V E N T U R E S

INDIABULLS VENTURES LIMITED

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CIN: L74999DL1995PLC069631

Email: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240, Website: <http://www.securities.indiabulls.com/>**FORM NO. MGT 11****PROXY FORM****[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN : L74999DL1995PLC069631

Name of the Company : INDIABULLS VENTURES LIMITED (formerly Indiabulls Securities Limited)

Registered Office : M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001.

Website : <http://www.securities.indiabulls.com/>

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____

Folio No./DP ID No. _____ Client ID No. _____

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

Indiabulls

V E N T U R E S

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twentieth Annual General Meeting of the Company, to be held on the **Monday, the 7th day of September, 2015 at 2:00 P.M.** at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	BRIEF DETAILS OF THE RESOLUTIONS
	ORDINARY BUSINESS
1	Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.
2	Confirmation of payment of interim dividends, declared on equity shares for the Financial Year 2014-15.
3	Re-appointment of Mr. Divyesh B. Shah (DIN: 00010933) designated as Whole-time Director and Chief Executive Officer, who is liable to retire by rotation and, being offers himself for re-appointment.
4	Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants, as the auditors of the Company and fixing their remuneration.
	SPECIAL BUSINESS
5	Approval for enhancement of Borrowing limit of the Company upto INR 2,000 Crore.
6	Appointment of Ms. Pia Johnson (DIN: 00722403) as Non-Executive Director.

Signed this _____ day of _____, 2015

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix
₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase - V, Gurgaon, not less than 48 hours before the commencement of the Meeting.

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V E N T U R E S

INDIABULLS VENTURES LIMITED

(formerly known as Indiabulls Securities Limited)

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

CIN: L74999DL1995PLC069631

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

Website: <http://www.securities.indiabulls.com/>**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 Twentieth Annual General Meeting of the Company held on **Monday, the 7th day of September, 2015 at 2:00 P.M.** at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037.

Member's Signatures_____
Proxy's Signatures

*Applicable for Members holding shares in Physical form.

Indiabulls

V E N T U R E S