

Indiabulls

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/>**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING of the members of INDIABULLS VENTURES LIMITED (formerly known as Indiabulls Securities Limited) will be held on Thursday, the 8th day of September, 2016 at 2:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110 038, 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, 2016 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 2015-16.
3. To appoint a Director in place of Mr. Ashok Kumar Sharma (DIN: 00010912), Whole-time director, 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 Annual General Meeting until the conclusion of the Twenty Second 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 is hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Second Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

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

Place: Gurgaon
Date: August 8, 2016

Sd/-
Lalit Sharma
Company Secretary

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NOTES:

(a) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 8th day of September, 2016 to Monday, 12th day of September, 2016 (both days inclusive), for annual closing (for Annual General Meeting).

(b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR 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 a 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 or at Corporate Office of the Company, at Gurgaon, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxy form is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

(c) Electronic copy of the Notice of the 21st Annual General Meeting of the Company and the Annual Report for FY 2015-16 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 IDs, physical copy of Notice of the 21st Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form and the Annual Report for FY 2015-16 is being sent in the permitted mode.

(d) The Notice of the 21st Annual General Meeting and the Annual Report for FY 2015-16 is being sent to all the members, whose names appeared in the Register of Members as on August 5, 2016 and to Directors and the Auditors of the Company. Members may note that said Notice and the Annual Report for FY 2015-16 will also be available on the Company's website: <http://www.securities.indiabulls.com/> for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office or at Corporate Office of the Company, at Gurgaon for inspection during normal business hours on working days.

(e) Voting through electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 21st 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 Computer share 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 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 Monday, the 5th day of September, 2016 at 10:00 A.M. and ends on Wednesday, the 7th day of September, 2016 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 Friday, the 2nd day of September, 2016, 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:

- 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 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.

- iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from Monday, the 5th day of September, 2016 at 10:00 A.M. to Wednesday, the 7th day of September, 2016 at 5:00 P.M.
- 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 Computer share 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.
- 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 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/ FIs/ FII's/ Trust/ Mutual Funds/ Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to

ca.swatijain07@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 Friday, the 2nd day of September, 2016.
- 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 Friday, the 2nd day of September, 2016, may obtain the login-id and password by sending a request at evoting@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. Ms. Swati Jain (Membership No. 526173) of M/s Swati Jain & Associates, Practicing Chartered Accountant, 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, unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than 48 hours 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 forth with.
- XII. The Results declared along with 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 shall be open for inspection at the Registered Office and at Corporate Office of the Company at Gurgaon, 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.
- XIV. Profile of Director retiring by rotation and seeking re-appointment, in terms of Regulation 36 of SEBI LODR Regulations, has been provided in the Corporate Governance Report forming part of the Annual Report.
- XV. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications in electronic mode to the email addresses provided by you. Shareholders whose e-mail addresses are not registered with us are requested to get their e-mail addresses registered with us, so that your Company could contribute to the safety of environment.

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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: _____

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty First Annual General Meeting of the Company, to be held on the Thursday, the 8th day of September, 2016 at 2:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038, 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, 2016, 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 2015-16.
3	Re-appointment of Mr. Ashok Kumar Sharma (DIN:00010912) designated as Whole-time Director, who is liable to retire by rotation and, being eligible 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.

Signed this _____ day of _____, 2016

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix Revenue Stamp of Re. 1/-

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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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 Twenty First Annual General Meeting of the Company held on Thursday, the 8th day of September, 2016 at 2:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Member's Signatures_____
Proxy's Signatures

*Applicable for Members holding shares in Physical form.

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Map of AGM Venue

