

Indiabulls VENTURES

April 24, 2017

Scrip Code – 532960

IBVENTURES

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

National Stock Exchange of India Ltd.
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E).
MUMBAI – 400 051

Sub: Notice of Extra-ordinary General Meeting (EGM) of Indiabulls Ventures Limited

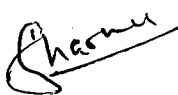
Dear Sirs,

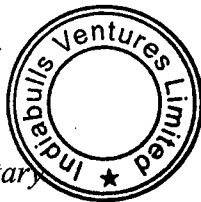
Pursuant to and in terms of the applicable SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of Notice convening an Extraordinary General Meeting (EGM) of Indiabulls Ventures Limited on Monday, May 22, 2017 at 10:00 A.M. at New Delhi, to transact the special business as contained in the said Notice.

The same is for your information and record.

Thanking you,

Yours truly
for **Indiabulls Ventures Limited**


Lalit Sharma
Company Secretary



Indiabulls Ventures Limited
(Formerly known as Indiabulls Securities Limited)
CIN : L74999DL1995PLC069631

829



Indiabulls Ventures 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 AN EXTRA-ORDINARY GENERAL MEETING OF **INDIABULLS VENTURES LIMITED** WILL BE HELD ON MONDAY, MAY 22, 2017 AT 10.00 A.M. AT MAPPLE EMERALD, RAJOKRI, NH-8, NEW DELHI -110038, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Item No. 1. Preferential Issue of Equity Shares

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**“Companies Act”**) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**“Listing Regulations”**), various rules, circulars, press notes, clarifications issued by the Department of Industrial Policy and Promotion, the provisions of Foreign Exchange Management Act, 1999 and rules, regulations, notifications, circulars issued thereunder, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges where the shares of the Company are listed and the Listing Agreements entered into by the Company with the Stock Exchanges and/or any other statutory / regulatory authority, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and 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 include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), the Board be and is hereby authorised for and on behalf of the Company, to create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of 47,390,000 (Forty Seven Million Three Hundred Ninety

Thousand) fully paid up equity shares of face value of INR 2/- each of the Company (**“Equity Shares”**) at an issue price of INR 94.70 (including a premium of INR 92.70) per Equity Share (**“Issue Price”**), for a cash consideration aggregating to INR 4,487,833,000 (Rupees Four Billion Four Hundred Eighty Seven Million Eight Hundred Thirty Three Thousand), to Tamarind Capital Pte Ltd, company incorporated in Singapore with its registered office at Level 46, UOB Plaza Tower 1, 80 Raffles Place, Singapore, 048 624 (**“Investor”**), in such manner and on such terms and conditions as may be mutually agreed upon with the Investor.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the Issue Price of the Equity Shares is April 21, 2017.

RESOLVED FURTHER THAT the Equity Shares to be allotted to the Investor pursuant to the aforesaid preferential issue, shall rank pari-passu with the then existing equity shares of the Company with respect to dividends and voting rights.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including filing application, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the issue and allotment of Equity Shares, as they may, in their absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation,

to make offer to and invite, receive, confirm the advance subscription from the proposed allottee(s), to issue and allot Equity Shares, issuing certificates / clarifications, entering into contracts, arrangements, agreements, including a share subscription agreement, documents in connection and incidental thereto, in their absolute discretion, without being required to seek any fresh approval of the Board or of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that their decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of this authorization, including inviting advance subscription towards issue of

Equity Shares, be and is hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers hereinabove, to any Committee of the Board or any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors

For **Indiabulls Ventures Limited**

Sd/-

Lalit Sharma

Company Secretary

Place: New Delhi

Date: April 21, 2017

NOTES:

(a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office or at Corporate Office of the Company, at Gurugram, 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.

(b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out above is annexed hereto.

(c) Electronic copy of the Notice of the Extraordinary General Meeting (EGM) of the Company 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 the said Notice inter-alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent through the permitted mode. The said Notice is being sent to all the Members, whose names appeared in the Register of Members as on April 19, 2017, and to Directors and the Auditors of the Company. The Notice of the Meeting is also posted

on the website of the Company <http://www.securities.indiabulls.com/>.

(d) 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) Amendment Rules, 2015, the Company is pleased to provide the facility of voting through electronic means, as an alternative, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“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 Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through ballot paper.
- III. The Members who cast their vote by remote e-voting prior to the Meeting may also attend the Meeting.
- IV. The remote e-voting period commences on Friday, May 19, 2017 at 10:00 A.M. and ends on Sunday, May 21, 2017 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (for reckoning voting rights) being, Monday, May 15, 2017, may cast their vote by remote e-voting in the manner and process set out herein below. The remote e-voting module shall be disabled by Karvy for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- V. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- VI. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (for reckoning voting rights) being, Monday, May 15, 2017.
- VII. The Company has appointed Ms. Monica Arora (Membership No.507626) of M/s. Monica Arora & Co., Practicing Chartered Accountant, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- VIII. 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:- <ol style="list-style-type: none"> 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:- <ul style="list-style-type: none"> • Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company
Password	Your Unique password is printed on the EGM 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 May 19, 2017 at 10:00 A.M. to May 21, 2017 till 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 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.

- 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 the vote, 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.

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 camonica.arora@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.”

In case a person has become the Member of the Company after April 19, 2017 (cut-off date for dispatch of Notice) and holds the shares of the Company as on the cut-off date (for reckoning voting rights) i.e. May 15, 2017, they may write to Karvy on the email Id: evoting@karvy.com or to Ms. C Shobha Anand, Asst. Gen. Manager, Contact No. 040-67162222, at [Unit: Indiabulls Ventures Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow the steps mentioned above, to cast the vote. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot Password” option available on ‘<https://evoting.karvy.com>’.

- (e) 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 EGM through ballot paper.
- (f) The Chairman of the Meeting shall, at the Meeting, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the

remote e-voting facility.

- (g) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Meeting.
- (h) The Chairman of the Meeting, on receipt of the Scrutinizer’s Report, shall declare the results of the voting forthwith and the results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.securities.indiabulls.com/> and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Stock Exchanges.
- (i) 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 address provided by you. Shareholders whose e-mail address is not registered with us are requested to please get your e-mail address registered with us, so that your Company can contribute to the safety of environment.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item No. 1 of the accompanying Notice dated April 21, 2017.

Item No. 1

Keeping in view the growing business requirements and proposed expansion plans and diversifications, your Company needs to strengthen its financial position and net worth by augmenting its long term resources. The Company has accordingly proposed the preferential issue of its fully paid up equity shares of face value of INR 2/- each of the Company, to Tamarind Capital Pte Ltd, a company incorporated in Singapore with its registered office at Level 46, UOB Plaza Tower 1, 80 Raffles Place, Singapore, 048 624 (“Investor”), which the Investor has agreed to subscribe to and infuse further capital to strengthen financial position and net worth of the Company.

The Board of Directors of the Company in its meeting held on April 21, 2017, has accordingly authorized to issue and allot, by way of a preferential issue, an aggregate of 47,390,000 (Forty Seven Million Three Hundred Ninety Thousand) fully paid up equity shares of face value of INR 2/- each (“Equity Shares”) at an issue price of INR 94.70 (including a premium of INR 92.70) per Equity Share

(“Issue Price”), aggregating to INR 4,487,833,000 (Rupees Four Billion Four Hundred Eighty Seven Million Eight Hundred Thirty Three Thousand), to the Investor. The offer and issue of the Equity Shares is in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended (“ICDR Regulations”) and other applicable provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any other Rules / Regulations / Guidelines, if any, prescribed by any other Regulatory Authorities.

The other disclosures in accordance with the Companies Act, 2013, as amended, the ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution set out at item no. 1 of the accompanying Notice are as follows:

1. **The Objects of the Preferential Issue:** To augment the long term resources of the Company for meeting funding requirements for its business and for general corporate purposes.
2. **The proposal of the promoters / directors or key management personnel to subscribe to the offer:** The preferential offer is not being made in favour of any of the Promoters, Directors or Key Management Personnel of the Company.

3. **The Shareholding pattern before and after the Preferential Issue:** The shareholding pattern of the Company pre and post the preferential allotment, is given below:

Sl.	Category	Pre Issue		Post Preferential issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	PROMOTER GROUP				
	Promoter & Promoter Group	152,748,802	43.17	186,548,802*	39.36
B	NON-PROMOTER GROUP				
	Institutional Investors	6,701,454	1.89	92,957,036#	19.62
	Non-Institutional Investors	194,406,664	54.94	194,406,664	41.02
Total		353,856,920	100.00	473,912,502	100.00

* The number of shares includes – 33,800,000 Warrants to the Promoter Group entities, which has been authorized by the Board in its meeting held on March 28, 2017, and is subject to approval by the shareholders of the Company for which an Extra Ordinary General Meeting of shareholders of the Company is to be held on April 25, 2017 and all applicable regulatory approvals, in this regard.

The number of shares includes 38,865,582 Equity Shares to be issued to Cinnamon Capital Limited a foreign portfolio investor registered with the Securities and Exchange Board of India, which has been authorized by the Board in its meeting held on April 7, 2017, and is subject to approval by the shareholders of the Company for which an Extra Ordinary General Meeting of shareholders of the Company is to be held on May 6, 2017 and all applicable regulatory approvals, in this regard.

4. **Proposed time within which the Preferential Issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders or within 15 days from the date of all requisite approvals from regulatory authorities / bodies, whichever is later.
5. **Relevant date and pricing of the issue:** In accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the Exercise Price of the Equity Shares is April 21, 2017. The Floor Price so calculated is INR 87.42 per Equity Share. The Issue Price for each Equity Share is fixed at INR 94.70.
6. **Basis or Justification of Price:** The Floor Price, in terms of the provisions of Chapter VII of the SEBI ICDR Regulations, is INR 87.42 per Equity Share, and the Issue Price has been fixed at INR 94.70 per Equity Share.

7. **Auditors’ Certificate:** A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of Equity Shares is being made in accordance with the SEBI ICDR Regulations, shall be placed before the shareholders of the Company at the Extra-ordinary General Meeting and will also be open for inspection by the Members.

8. **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

The Investor, proposed allottee, is a company incorporated in Singapore with its registered office at Level 46, UOB Plaza Tower 1, 80 Raffles Place, Singapore, 048 624. Its permanent account number is AAACO9131D. The Investor is a wholly owned subsidiary of Clermont Asia Pte Ltd and Clermont Trust is the ultimate beneficial owner of the Investor. The Equity Shares proposed to be issued to the Investor under the preferential offer will constitute approx. 10 % of the post allotment fully paid up equity share capital of the Company upon (a) conversion of 33,800,000 Warrants to the Promoter Group entities, which has been authorized by the Board in its meeting held on March 28, 2017, and is subject to approval by the shareholders of the Company for which an Extra Ordinary General Meeting of shareholders of the Company is to be held on April 25, 2017 and all applicable regulatory approvals, in this regard and (b) upon allotment of 38,865,582 Equity Shares to Cinnamon Capital Limited a foreign portfolio investor registered with the Securities and Exchange Board of India, which has been authorized by the Board in its meeting held on April 7, 2017, and is subject to approval by the shareholders of the Company for which an Extra Ordinary General Meeting of shareholders of the Company is to be held on May 6, 2017 and all applicable regulatory approvals, in this regard. There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

9. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company, on August 10, 2016, had, in accordance with ICDR Regulations, allotted 58,300,000 Warrants, convertible into equivalent number of equity shares of face value of INR 2/- each of the Company at an exercise price of INR 19.75 (including a premium of INR 17.75) per equity share, on preferential basis, to Promoter Group entities, namely Orthia Constructions Private Limited (28,000,000 Warrants), Zelvova

Builders Private Limited (26,300,000 Warrants) and Mr. Divyesh B Shah, CEO and Whole-time director of the Company (4,000,000 Warrants). Out of these 58,300,000 Warrants, upon exercise of 24,650,000 warrants by the promoter group entities, 24,650,000 fully paid up equity shares of the Company were issued and allotted, on March 7, 2017 and upon further exercise of 33,650,000 warrants by the promoter group entities and CEO & Whole-time Director of the Company, 33,650,000 fully paid up equity shares of the Company were issued and allotted, on April 10, 2017.

Further, the Board of Directors of the Company at its meeting held on March 28, 2017 has, in accordance with ICDR Regulations, approved the issuance and allotment of 33,800,000 Warrants, convertible into equivalent number of equity shares of face value of INR 2/- each, at an exercise price of INR 43.75 (including a premium of INR 41.75) per equity share, on preferential basis, to Promoter Group entities, namely, Inuus Properties Private Limited (17,000,000 Warrants) and Inuus Developers Private Limited (16,800,000 Warrants), for which an Extra-ordinary General meeting of the shareholders of the Company has been convened to be held on April 25, 2017 for seeking their approval.

Further, the Board of Directors of the Company at its meeting held on April 7, 2017 has, in accordance with ICDR Regulations, approved the issuance and allotment of 38,865,582 Equity Shares of face value of INR 2/- each, at an issue price of INR 58.40 (including a premium of INR 56.40) per equity share, on preferential basis, to Cinnamon Capital Limited a foreign portfolio investor registered with the Securities and Exchange Board of India, for which an Extra-ordinary General meeting of the shareholders of the Company has been convened to be held on May 6, 2017 for seeking their approval.

10. Lock-in:

- i) The Equity Shares to be allotted pursuant to preferential issue shall be subject to 'lock-in' as per the ICDR Regulations.
- ii) The entire pre-preferential allotment shareholding, if any, of the proposed allottee shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

11. Disclosure pertaining to wilful defaulters:

The Company or its promoters or directors are not wilful defaulters in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

12. General:

- i) The entire Issue Price has been remitted by the Investor to the Company's bank account on April 20, 2017, as advance share application money.
- ii) The advance share application money shall be adjusted against the allotment of Equity Shares.
- iii) Of the Issue Price, the Board (or a Committee) shall appropriate INR 2/- towards face value of each Equity Share and the balance INR 92.70 towards the securities premium on each Equity Share.
- iv) The Equity Shares to be issued and allotted by the Company shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend and voting rights, with the then existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

13. The Company undertakes that if required, the price shall be recomputed in terms of the provisions of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board in its meeting held on April 21, 2017 has approved the issue and allotment of Equity Shares on a preferential basis to the Investor, in the manner stated hereinabove.

Pursuant to the provisions of Section 42 & 62 of the Companies Act, 2013, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and ICDR Regulations, the proposed Preferential Issue of Equity Shares requires approval of shareholders of the Company, by way of a Special Resolution. The Board, therefore, recommends the Resolution at Item No. 1 of the accompanying Notice, for approval by way of a Special Resolution.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

By Order of the Board of Directors
For **Indiabulls Ventures Limited**

Place: New Delhi
Date: April 21, 2017

Sd/-
Lalit Sharma
Company Secretary



Indiabulls Ventures 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/>

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on **Monday, May 22, 2017 at 10:00 A.M.** at Mapple Emerald, Rajokri, NH-8, New Delhi -110038, and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1 : **Preferential Issue of Equity Shares**

Signed this _____ day of _____, 2017

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 mentioned above or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram-122016, not less than 48 hours before the commencement of the Meeting.



Indiabulls Ventures 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 Extraordinary General Meeting of the Company held on Monday, May 22, 2017 at 10:00 A.M. at Mapple Emerald, Rajokri, NH-8, New Delhi -110038.

Member's Signature

Proxy's Signature

*Applicable for Members holding shares in Physical form.

Map of EGM Venue

