

Indiabulls VENTURES

September 28, 2017

Scrip Code – 532960

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

IBVENTURES

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, October 23, 2017 at 10:00 A.M. at New Delhi, to transact the special business as contained in the said Notice.

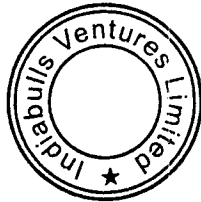
The same is for your information and record.

Thanking you,

Yours truly
for **Indiabulls Ventures Limited**



Lalit Sharma
Company Secretary



Indiabulls Ventures Limited

CIN : L74999DL1995PLC069631

9042

Corporate Office: Indiabulls House, 448-451, Udyog Vihar, Phase-V, Gurugram - 122016. Client Helpline : 0124 4572444, Fax: 0124 6681111

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110001. Tel.: (011) 30252900, Fax: (011) 30156901

Website: www.indiabulls.com, E-mail: helpdesk@indiabulls.com

**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.indiabullsventures.com/>

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF **INDIABULLS VENTURES LIMITED** WILL BE HELD ON MONDAY, OCTOBER 23, 2017 AT 10.00 A.M. AT MAPPLE EMERALD, RAJOKRI, NH-8, NEW DELHI -110038, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Item No. 1:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution for issuance of Equity and/ or Convertible Securities in the Company:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof (the “Companies Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued / to be issued thereon by the Government of India (GOI), the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and / or any other regulatory / statutory authorities, from time to time, to the extent applicable, the listing agreements entered into with the stock exchanges and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consents and approvals of any regulatory / statutory authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board” which term shall be deemed to include, any committee(s) duly constituted / to be duly constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law) to create, offer, issue and allot, in its absolute discretion, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic / international offerings, for a value of up to INR 3,000 Crores, such number of equity shares of face value of INR 2 each of the Company (the “**Equity Shares**”), including security which are convertible into or exchangeable with Equity Shares at a later date, convertible debt instruments, convertible preference shares (other than warrants), and/or Non-Convertible Debentures along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date (collectively, “**Eligible Securities**”), to qualified institutional buyers, as defined under the SEBI (ICDR) Regulations, pursuant to a qualified institutions placement (“**QIP**”), in accordance with the provisions of Chapter VIII of SEBI (ICDR) Regulations, through a placement document or otherwise, at such time or times, at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to the market price in such manner and on such terms and conditions, including as regards security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and where necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.



RESOLVED FURTHER THAT for the issuance of Eligible Securities by way of QIP pursuant to Chapter VIII of the SEBI (ICDR) Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI (ICDR) Regulations) –

- (a) the price at which, the Eligible Securities to be issued, shall be determined in accordance with the pricing formula provided under Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, including the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations.
- (b) the relevant date for determining the price of the Eligible Securities, shall be the date of the meeting in which the Board decides to open the proposed issue of the Eligible Securities, subsequent to the date of passing of this resolution, by the members of the Company and other applicable laws, regulations and guidelines.
- (c) the allotment of Eligible Securities within the meaning of Chapter VIII of the SEBI (ICDR) Regulations shall only be made to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, and such Eligible Securities shall be fully paid-up and the allotment of such Eligible Securities shall be completed within 12 months from the date of passing of this resolution, by the members of the Company or such other time as may be allowed by SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT the Eligible Securities which are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s) / arrangement(s) / MoUs / placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents with any consultants, lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), agent(s) for service of process, authorised representatives, legal advisors / counsels, trustee(s), banker(s), merchant banker(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Eligible Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, consent of the Members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and/ or things, in its absolute discretion and including, but not limited to finalization and approval of the preliminary as well as final document(s), determining the form, terms, manner of issue, the number of the Eligible Securities to be allotted, timing of the issue(s)/offering(s) including the investors to whom the Eligible Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or cancellation of the Eligible Securities, premium or discount on issue / conversion / exchange of Eligible Securities, if any, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Eligible Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Eligible Securities), the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Act and any other applicable laws or regulations, either on a pari passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Eligible Securities, accept any modifications in the proposal as may be required by the statutory/regulatory authorities, in such issues in India and/abroad and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent

or approval of the members or otherwise to the end and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application/ prospectus/offer document/ registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Item No. 2:

To consider and if thought fit to pass the following resolution as a Special Resolution, for amendment in the Articles of Association of the Company:

“**RESOLVED** that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) 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 amend the Articles of Association of the Company, by deleting existing Article 39 and replacing the existing Article (s) 18 (b) and 38 of the Article of Association of the Company, so as to read as under:

Article 18(b): such offer shall be made by a notice specifying the number of shares offered and limiting a time, as prescribed under the applicable laws, as would be in force at the point of time of issuance of such notice, and the offer, if not accepted within such time, will be deemed to have been declined.

Article 38; The Board may, from time to time, subject to terms on which any shares may have been issued and subject to all applicable provisions prescribed under applicable laws, make such call(s) upon the members in respect of all moneys unpaid on shares held by them respectively, and each member shall pay the amount of every such call at the times and places, as may be determined by the Board. A call shall be deemed to have been made at the time when so authorised by the Board.

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

Place: Mumbai
Date: September 21, 2017

Sd/-
Lalit Sharma
Company Secretary

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 later 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 Friday, September 22, 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.indiabullventures.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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR Regulations) and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, 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 Meeting ("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, October 20, 2017 at 10:00 A.M. and ends on Sunday, October 22, 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, Friday, October 13, 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, Friday, October 13, 2017.

VII. The Company has appointed Ms. Swati Jain (Membership No. 526173) of M/s. Swati Jain & Associates, 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:- 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 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 Friday, October 20, 2017 at 10:00 A.M. and to Sunday, October 22, 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.
 - xiii) Corporate/Institutional Members (corporate /FIs/FILs/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."
 - xiv) In case a person has become the Member of the Company after Friday, September 22, 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. Friday, October 13, 2017, they may write to Karvy on the email Id: evoting@karvy.com or to Ms. C Shobha Anand, Dy. 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.indiabullsventures.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 businesses mentioned at Item No. 1 & 2 of the accompanying Notice dated September 21, 2017.

Item No. 1: Special Resolution for issuance of Equity and/or Convertible Securities in the Company:

During the year, the Company, through its subsidiary companies, has launched two major new business initiatives- (a) Lending business and (b) Asset Reconstruction business. Both these businesses are expected to significantly add to the consolidated bottom line of the Company. To fund these businesses, the Company proposes to have flexibility to infuse additional capital, to tap capital markets and to raise additional long-term resources, to sustain growth in these businesses and to improve the financial leveraging strength of the Company. The proposed resolution as set out under item no. 1 of this Notice seeks the enabling authorization of the members to the Board of Directors of the Company, to raise funds upto an aggregate of INR 3000 Crores, by way of issuance of Securities, in the manner as set out under item no. 1 of this Notice.

In accordance with the applicable provisions of Companies Act, 2013, as amended and Rules made thereunder (hereinafter referred to as the “Act”) and Chapter VIII of SEBI (ICDR) Regulations and all other applicable provisions of law, approvals/consents/permissions etc., as may be required from regulatory or other appropriate authorities, approval of the shareholders, by way of Special Resolution is required, for the proposed issuance and allotment of Eligible Securities, in the manner as set out under item no. 1 of this Notice.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations, as applicable, are as under:

1. **The Objects of the Issue:** To augment the long term resources for meeting funding requirements for the business purposes of the Company and its subsidiaries and for general corporate purposes.
2. **Total number of shares or other securities to be offered / issued:** The maximum number of Eligible Securities, to be offered and issued, shall be such that the aggregate value of such Eligible Securities should not exceed an aggregate of INR 3,000 Crores. The maximum number of Eligible Securities to be offered / issued shall be decided by the Board.
3. **Basis of finalization of Issue Price or Price Band at which the allotment is proposed:** The pricing for issuance of Eligible Securities to QIBs will be in accordance with Regulation 85 under Chapter VIII of the SEBI (ICDR) Regulations. Further, the Board shall have the sole and absolute discretion, to issue all or any of such Eligible Securities at a discount of upto 5% on the price, calculated in terms of Chapter VIII of SEBI (ICDR) Regulations.
4. **Proposed time within which the Issue shall be completed:** In terms of the provisions of the SEBI (ICDR) Regulations, the resolution, set out at item no. 1 of this Notice, is valid for a period of 12 months from the date of passing of the said resolution. Therefore, the allotment of Eligible Securities shall be completed within a period of 12 months from the date of passing of the resolution, set out at item no. 1 of this Notice.
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 issue price of the Eligible Securities, shall be the date of the meeting in which the Board decides to open the proposed issue of the Eligible Securities, subsequent to the date of passing of this resolution, as set out at item no. 1 of this Notice.
6. **Class or classes of persons to whom the allotment is proposed to be made:** The issuance and allotment of Eligible Securities would be made to qualified institutional buyers as defined under the SEBI (ICDR) Regulations.
7. **General:** The Equity Shares to be issued and allotted by the Company shall not be for consideration other than cash and 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, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

The Special Resolution seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers (QIBs) as defined by SEBI under SEBI (ICDR) Regulations. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (ICDR) Regulations. Further

in case the Company decides to issue Eligible Securities within the meaning of Chapter VIII of the SEBI (ICDR) Regulations to Qualified Institutional Investors, it will be subject to the provisions of Chapter VIII of the SEBI (ICDR) Regulations as amended from time to time. The Eligible Securities can be issued at a price after taking into consideration the pricing formula prescribed in Chapter VIII of the SEBI (ICDR) Regulations, subject to that the Board shall have the sole and absolute discretion, to issue all or any of such Eligible Securities at a discount of upto 5% on the price, calculated in terms of Chapter VIII of SEBI ICDR Regulations.

Allotment of Eligible Securities issued pursuant to Chapter VIII of SEBI (ICDR) Regulations shall be completed within twelve months from the date of passing of the resolution under Section 42 and 62 of the Companies Act, 2013. This Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such other authority or authorities as need to be consulted including in relation to the pricing of the issue of Eligible Securities which will be a free market pricing and may be at premium or discount to the market price in accordance with the normal practice and (b) powers to issue and market Eligible Securities issued including the power to issue such Eligible Securities in one or more tranches, provided that in accordance with the SEBI (ICDR) Regulations, the Company will not make subsequent QIP until expiry of six months from the date of expiry of the prior QIP.

The approval of the Members authorizing the Board for issue of Eligible Securities, in the manner as set out at Item No. 1 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. 1 of this Notice as a Special Resolution for your approval.

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.

Item No. 2: Special Resolution for amendment in the Articles of Association of the Company.

The management of the Company has gone through the procedures set out in the Articles of Association for various corporate actions, and has recommended certain changes in existing Article(s) 18(b) and 38 and deletion of Article 39 of the Articles of Association to the board of directors. These changes have been suggested in order to simplify the process of certain corporate actions and to bring these in line with the extant laws, all applicable provisions, as prescribed under the applicable regulations in relation to such actions.

Pursuant to and in terms of the provisions of Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of the Company requires shareholders' approval, by way of a Special Resolution.

Accordingly, approval of the Members authorizing for alteration in the Article of Association of the Company in the manner as mentioned in the said Item No 2 of this Notice is therefore being sought, by way of Special Resolution.

A copy of the Articles of Association with the proposed changes is available at the registered office & corporate office of the Company for inspection by Members from Monday to Friday from (9:30 a.m. to 5:30 p.m.) till the date of the Extra-ordinary General Meeting and is also updated on the Company's website <http://www.indiabullsventures.com/>

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 2 of this Notice, for the approval of the Members of the Company.

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. 2 of this Notice.

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

Place: Mumbai
Date: September 21, 2017

Sd/-
Lalit Sharma
Company Secretary

**INDIABULLS VENTURES LIMITED**

CIN: L74999DL1995PLC069631

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

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

Website: www.indiabullsventures.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]

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, October 23, 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:

ResolutionNo.	Brief details of the Resolution
1.	Issuance of Equity and/or Convertible Securities in the Company
2.	Amendment in the Articles of Association of the Company

Signed this _____ day of _____, 2017

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix
Revenue
Stamp
of ₹ 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 later than 48 hours before the commencement of the Meeting.**
- A Proxy need not be a Member of the Company.**
- A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.**

**INDIABULLS VENTURES LIMITED**

CIN: L74999DL1995PLC069631

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

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

Website: www.indiabullsventures.com

ATTENDANCE SLIP

(Please hand over this slip at the entrance of the meeting hall)

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, October 23, 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

