



Indiabulls Integrated Services Limited

(formerly SORIL Holdings and Ventures Limited and Indiabulls Wholesale Services Limited)

(CIN: L51101DL2007PLC166209)

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

Website: www.indiabullsin Integrated Services.com, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240

NOTICE

NOTICE is hereby given, pursuant to the relevant provisions of the Companies Act, 2013, as amended ("the Companies Act, 2013") read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, that an EXTRA-ORDINARY GENERAL MEETING of the members of **INDIABULLS INTEGRATED SERVICES LIMITED** (formerly SORIL Holdings and Ventures Limited and Indiabulls Wholesale Services Limited) will be held on Monday, the 11th day of June, 2018 at 10:00 A.M. at Mapple Emerald, Rajokri, NH- 8, New Delhi-110038, to transact the following business:

SPECIAL BUSINESS:

Item No. 1:

To consider and, if thought fit to pass the following resolution, as a Special Resolution, for preferential issue of Equity Shares of the Company to certain foreign investor(s):

"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) 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 ("SEBI"), Reserve Bank of India, National Stock Exchange of India Limited and BSE Limited (collectively hereinafter referred to as the "Stock Exchanges") where the shares of the Company are listed 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), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot, under the Non-Promoter Category by way of a preferential issue on a private placement basis, from time to time and in one or more tranches, an aggregate of upto 7,007,076 (Seven Million Seven Thousand Seventy Six) fully paid up equity shares of face value of INR 2 each of the Company ("Equity Shares") at an issue price of INR 532 (including a premium of INR 530) per Equity Share ("Issue Price"), for a cash consideration aggregating upto INR 3,727,764,432 (Indian Rupees Three Billion Seven Hundred Twenty Seven Million Seven Hundred Sixty Four Thousand Four Hundred Thirty Two), to certain foreign investor(s), as mentioned hereunder, in such manner and on such terms and conditions as the Board may deem fit and may be mutually agreed upon with the Investor(s) without requiring any further approval or consent from the members, in the manner provided hereunder:

- (a) Upto 1,891,246 (One Million Eight Hundred Ninety One Thousand Two Hundred Forty Six) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 1,006,142,872 (Indian Rupees One Billion Six Million One Hundred Forty Two Thousand Eight Hundred Seventy Two), to M/s Steadview Capital Mauritius Ltd., a foreign portfolio investor registered with the Securities and Exchange Board of India, having its registered office at 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius.

- (b) Upto 504,332 (Five Hundred Four Thousand Three Hundred Thirty Two) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 268,304,624 (Indian Rupees Two Hundred Sixty Eight Million Three Hundred Four Thousand Six Hundred Twenty Four), to M/s LTR Focus Fund, a foreign portfolio investor registered with the Securities and Exchange Board of India, having its registered office at 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius.
- (c) Upto 756,498 (Seven Hundred Fifty Six Thousand Four Hundred Ninety Eight) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 402,456,936 (Indian Rupees Four Hundred Two Million Four Hundred Fifty Six Thousand Nine Hundred Thirty Six), to M/s ABG Capital, a foreign portfolio investor registered with the Securities and Exchange Board of India, having its registered office at 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius.
- (d) Upto 1,950,000 (One Million Nine Hundred Fifty Thousand) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 1,037,400,000 (Indian Rupees One Billion Thirty Seven Million Four Hundred Thousand), to M/s TIMF Holdings, a foreign portfolio investor registered with the Securities and Exchange Board of India, having its registered office at c/o SGG Corporate Services (Mauritius) Ltd (f/k/a CIM Corporate Services Limited), Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius.
- (e) Upto 892,500 (Eight Hundred Ninety Two Thousand Five Hundred) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 474,810,000 (Indian Rupees Four Hundred Seventy Four Million Eight Hundred Ten Thousand), to M/s Tosca Master, a foreign portfolio investor registered with the Securities and Exchange Board of India, having its registered office at Ugland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands.
- (f) Upto 382,500 (Three Hundred Eighty Two Thousand Five Hundred) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 203,490,000 (Indian Rupees Two Hundred Three Million Four Hundred Ninety Thousand), to M/s Aptus Global Financials Fund, a foreign portfolio investor registered with the Securities and Exchange Board of India, having its registered office at 64 St. James's Street Nottingham NG1 6FJ, United Kingdom.
- (g) Upto 630,000 (Six Hundred Thirty Thousand) Equity Shares at the Issue Price, for a cash consideration aggregating to INR 335,160,000 (Indian Rupees Three Hundred Thirty Five Million One Hundred Sixty Thousand), to M/s JS Capital (M) Limited, a company incorporated in Mauritius, having its registered office at CIM Corporate Services Ltd., Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius.

(hereinafter individually or collectively referred to as 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 May 11, 2018, being the last working day preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the Company scheduled to be held on June 11, 2018, to approve this preferential issue of Equity Shares.

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 fully paid up 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 in dematerialized form and will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board or the Issuance Committee, be and are jointly and severally authorized 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, allotment and listing 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, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, 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, to give effect to 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 authorized 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 Integrated Services Limited**

Place: Gurugram
Date: May 16, 2018

Sd/-
Priya Jain
Company Secretary
Membership No.: A19925

NOTES:

- (a) Pursuant to issuance of the fresh certificate of incorporation, dated May 16, 2018, by the Registrar of Companies, NCT of Delhi & Haryana (ROC), the name of the Company stands changed from 'SORIL Holdings and Ventures Limited' to 'Indiabulls Integrated Services Limited' with effect from the date of the certificate, issued by ROC, i.e. May 16, 2018. The said name change has been duly intimated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) vide our letter dated May 16, 2018. The Company is in process of filing applications for seeking approvals from NSE and BSE for trading of its Equity Shares in new name – Indiabulls Integrated Services Limited. Till then, the equity shares of the Company shall continue to trade under its previous name – SORIL Holdings and Ventures Limited with BSE Scrip Code – 533520 and NSE Symbol – SORILHOLD. The former name of SORIL Holdings and Ventures Limited was Indiabulls Wholesale Services Limited.

- (b) **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 member.

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.

- (c) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
- (d) 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, May 11, 2018, and to Directors and the Auditors of the Company. The Notice of the Meeting is also posted on the website of the Company: www.indiabullsinintegratedservices.com
- (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) 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, June 8, 2018 at 10:00 A.M. and ends on Sunday, June 10, 2018 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, June 4, 2018, 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, June 4, 2018.

VII. The Company has appointed Ms. Neha Sharma (Membership No. A44741) of M/s. Neha S & Associates, Practicing Company Secretaries, 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	<p>For Members holding shares in Demat Form:</p> <ul style="list-style-type: none"> • For NSDL:- 8 Character DP ID followed by 8 Digits Client ID • For CDSL:- 16 digits beneficiary ID <p>For Members holding shares in Physical Form:</p> <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 10:00 A.M. on Friday, June 8, 2018 till 5.00 P.M. on Sunday, June 10, 2018.
- 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

csneha.sharma2016@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, May 11, 2018 (cut-off date for dispatch of Notice) and holds the shares of the Company as on Monday, June 4, 2018, i.e. the cut-off date (for reckoning voting rights), 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 Integrated Services 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'.
- (f) 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 for reckoning voting rights only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- (g) 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.
- (h) 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 48 hours 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.
- (i) 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 www.indiabullsinintegratedservices.com / and on the website of Karvy immediately after the result is declared and the Company shall, simultaneously, forward the results to Stock Exchanges.
- (j) 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. Members 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 IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

To capitalize and fund the subsidiaries of the Company for undertaking the proposed businesses of Life Insurance, General Insurance and Consumer Platform and to support the future growth of these businesses and to further augment the long-term financial resources of the Company and its subsidiaries, the Board of Directors of the Company ("Board") in its meeting held on May 12, 2018, has authorized the issuance and allotment, of an aggregate of upto 7,007,076 (Seven Million Seven Thousand Seventy Six) fully paid up equity shares of face value of INR 2 each of the Company to certain foreign investor(s), at an issue price of INR 532 (including a premium of INR 530) per Equity Share ("Issue Price"), for a cash consideration aggregating upto INR 3,727,764,432 (Indian Rupees Three Billion Seven Hundred Twenty Seven Million Seven Hundred Sixty Four Thousand Four Hundred Thirty Two), subject to approval by its members by way of a special resolution, by way of a preferential issue, to certain foreign investors, as detailed in the resolution as set out at Item No. 1 of the accompanying Notice, which the Investor has agreed to subscribe.

The offer and issue of the Equity Shares, by way of a preferential issue to the Investor, 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 capitalize and fund the subsidiaries of the Company for undertaking the proposed businesses of Life Insurance, General Insurance and Consumer Platform and to support the future growth of these businesses and to further augment the long-term financial resources of the Company and its subsidiaries; and General corporate purposes.
- 2. Securities to be issued:** The resolution as set out at Item No. 1 in the accompanying notice authorizes the Board to issue to the Investor, upto 7,007,076 (Seven Million Seven Thousand Seventy Six) fully paid-up Equity shares of face value of Rs. 2 each, of the Company aggregating upto INR 3,727,764,432 (Indian Rupees Three Billion Seven Hundred Twenty Seven Million Seven Hundred Sixty Four Thousand Four Hundred Thirty Two) at the Issue Price and on the terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations.
- 3. The proposal of the promoters / directors or key management personnel of the Company 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.
- 4. The Equity Shareholding pattern before and after the Preferential Issue:** The equity shareholding pattern of the Company pre and post the preferential allotment, is given below:

Category	Pre Issue*		Post Preferential issue**		Post Preferential issue***	
	No. of Shares held	% of share-holding	No. of Shares held	% of share-holding	No. of Shares held	% of share-holding
Promoters' holding						
Indian:						
Individual	150,000	0.27	150,000	0.21	150,000	0.14
Bodies Corporate	20,983,988	38.28	20,983,988	29.21	51,883,988	48.36
Sub-Total	21,133,988	38.55	21,133,988	29.42	52,033,988	48.50
Foreign Promoters	0	0.00	0	0.00	0	0
Sub-Total (A)	21,133,988	38.55	21,133,988	29.42	52,033,988	48.50
Non-Promoters' holding						
Institutional Investors	3,067,189	5.60	20,074,265	27.95	20,074,265	18.71
Non-Institutions:						
Bodies Corporate	8,533,850	15.57	8,533,850	11.88	8,533,850	7.95
Indian Public	21,398,073	39.03	21,398,073	29.79	25,964,673	24.20
Others	685,393	1.25	685,393	0.95	685,393	0.64
Sub-Total (B)	33,684,505	61.45	50,691,581	70.58	55,258,181	51.50
Custodian (C)	0	0.00	0	0.00	0	0
GRAND TOTAL (A) + (B) + (C)	54,818,493	100.00	71,825,569	100.00	107,292,169	100.00

* the pre-issue shareholding pattern is as of May 11, 2018.

** assuming no change in pre-issue shareholding pattern, except (i) present preferential issue of 7,007,076 Equity Shares; and (ii) 10,000,000 Equity Shares to certain foreign portfolio investor(s), registered with the SEBI, which has been authorized by the Board in its meeting held on April 25, 2018, and is subject to approval by the members of the Company at the Extra-ordinary General Meeting scheduled to be held on May 22, 2018 and all applicable regulatory approvals, in this regard.

**** in addition to above, assuming conversion of all existing convertible securities i.e. (i) conversion of outstanding 30,900,000 Warrants, by the Promoter Group entities, into equivalent Equity Shares of the Company; and (ii) issue of 4,566,600 Equity Shares of the Company, pursuant to exercise of 4,566,600 outstanding Employees stock options by option holders*

5. **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 provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
6. **Relevant date and pricing of the issue:** In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the Exercise Price of the Equity Shares is May 11, 2018 i.e. the last working day preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the Company scheduled to be held on June 11, 2018, to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013. The Floor Price so calculated is INR 482.22 per Equity Share. The Issue Price for each Equity Share is fixed at INR 532.
7. **Basis or Justification of Price:** The Floor Price, in terms of the provisions of Chapter VII of the ICDR Regulations, is INR 482.22 per Equity Share, and the Issue Price has been fixed at INR 532 per Equity Share, which is 10.32% above the floor price.
8. **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 ICDR Regulations, shall be placed before the shareholders of the Company at the Extra-ordinary General Meeting and is also open for inspection by the members of the Company, at the registered office of the Company, from 11 AM till 5 PM during all working days (from Monday to Friday) till the date of extra-ordinary general meeting.
9. **Particulars of the proposed allottees and the identification 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:**
 - (a) M/s Steadview Capital Mauritius Ltd. (“Steadview”), proposed allottee, is a company incorporated in Mauritius with its registered office at 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius and is registered with SEBI as a Category II foreign portfolio investor under the SEBI (Foreign Portfolio Investors) Regulations, 2014 (“SEBI FPI Regulations”), bearing registration number - INMUF029614. M/s The Church Pension Fund and M/s Makana Emerging Markets Master Fund Blue, L.P holds 10.18% and 12.34%, respectively, of shares of Steadview. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 15% of shares or capital or profits of Steadview. Further, Steadview Capital Management LLC is the investment manager of Steadview Capital Mauritius Limited, and Mr. Ravi Mehta is the Managing Director of Steadview Capital Management LLC.
 - (b) M/s LTR Focus Fund (“LTR Focus Fund”), proposed allottee, is a company incorporated in Mauritius with its registered office at 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius and is registered with SEBI as a Category II foreign portfolio investor under the SEBI FPI Regulations, bearing registration number - INMUF029514. Endowment of the Yale University holds 100% of the participating shares of LTR Focus Fund. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 15% of the shares or capital or profits of the Endowment of the Yale University. Further, Mr. David F. Swensen is the Chief Investment Officer / Senior Managing Official of Endowment of the Yale University.
 - (c) M/s ABG Capital (“ABG Capital”), proposed allottee, is a company incorporated in Mauritius with its registered office at 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius and is registered with SEBI as a Category III foreign portfolio investor under the SEBI FPI Regulations, bearing registration number - INMUF070214. MIT Investments 2010, L.P. holds 100% of the participating shares of ABG Capital. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 15% of shares or capital or profits of MIT Investments 2010, L.P. Further, Mr. Seth Alexander is the President of MIT Investment Management Company which manages MIT Investments 2010, L.P.

- (d) M/s TIMF Holdings (“TIMF Holdings”), proposed allottee, is a company incorporated under the laws of Mauritius, with its registered office at c/o SGG Corporate Services (Mauritius) Ltd (f/k/a CIM Corporate Services Limited), Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius and is registered with SEBI as a Category II foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INMUFP000914. TIMF LP, a Cayman Islands exempted limited partnership, is the parent company of TIMF Holdings. TIMF LP is owned by Think Investments LLC, a Delaware limited partnership, Think Investments Fund LP, a Delaware limited partnership and Think Investments Offshore Fund Ltd, a Cayman Islands exempted company. There are no natural persons that are ultimate beneficial owners that exercises control through ownership or ultimately has a controlling ownership interest of more than 15% of the shares or capital or profits of TIMF Holdings. The senior managing official of TIMF Holdings is Tom Glaser.
- (e) M/s Tosca Master (“Tosca Master”), proposed allottee, is a company incorporated under the laws of Cayman Islands, with its registered office at Ugland House, South Church Street, George Town, Grand Cayman, KY1- 1104, Cayman Islands and is registered with SEBI as a Category II foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP306416. No natural person, whether acting alone or together or through one or more juridical person owns more than 25% of the shares or capital or profits of Tosca Master. The senior managing official of Tosca Master is Mr. John de la Hey.
- (f) M/s Aptus Global Financials Fund (“Aptus Global”), proposed allottee, is a company incorporated under the laws of England and Wales, with its registered office at 64 St. James’s Street Nottingham NG1 6FJ, United Kingdom and is registered with SEBI as a Category II foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INUKFP004914. No natural person, whether acting alone or together or through one or more juridical person owns more than 25% of the shares or capital or profits of Aptus Global. The senior managing official of Aptus Global is Mr. John de la Hey.
- (g) M/s JS Capital (M) Limited (“JS Capital”), proposed allottee, is a company incorporated in Mauritius, having its registered office at CIM Corporate Services Ltd., Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius. JS Capital is a wholly owned subsidiary of JS Capital LLC. The ultimate beneficial owner of JS Capital LLC who holds more than 25% shares is the beneficiary of Tivadar Trust for Jonathan Soros. The trustees of the Tivadar Trust for Jonathan Soros are Richard Daniel Holahan, Jr. and Jonathan Grossman.
- (h) The Equity Shares proposed to be issued to M/s Steadview Capital Mauritius Ltd., M/s LTR Focus Fund, M/s ABG Capital, M/s TIMF Holdings, M/s Tosca Master, M/s Aptus Global Financials Fund and M/s JS Capital (M) Limited under the preferential offer, are approx. 7.62%, 1.90%, 2.74%, 1.82%, 0.83%, 0.36% and 0.59 %, respectively, of the post allotment fully paid up diluted equity share capital of the Company – (A) assuming conversion of all existing convertible securities i.e. (i) conversion of outstanding 30,900,000 Warrants, by the Promoter Group entities, into equivalent Equity Shares of the Company; and (ii) issue of 4,566,600 Equity Shares of the Company, pursuant to exercise of 4,566,600 outstanding Employees stock options by option holders and (B) allotment of an aggregate of upto 10,000,000 Equity Shares to M/s Steadview Capital Mauritius Ltd. (6,287,393 Equity Shares), M/s ABG Capital (2,182,592 Equity Shares) and M/s LTR Focus Fund (1,530,015 Equity Shares), foreign portfolio investor(s), registered with the SEBI, which has been authorized by the Board in its meeting held on April 25, 2018, and is subject to approval by the members of the Company at the Extra-ordinary General Meeting scheduled to be held on May 22, 2018 and all applicable regulatory approvals, in this regard. Further, considering the pre-preferential holding of M/s Steadview Capital Mauritius Ltd. (74,548 equity shares) and M/s TIMF Holdings (1,197,424 equity shares), and post allotment of 10,000,000 Equity Shares mentioned at (B) hereinabove, their respective holdings would be approx. 7.69% and 2.93%, of the post preferential allotment fully diluted equity share capital of the Company as aforesaid.
- (i) There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

10. 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:

Pursuant to and in terms of members’ approval dated December 16, 2017 and in accordance with ICDR Regulations, the Company had on January 2, 2018, allotted 35,000,000 Warrants, convertible into equivalent number of equity shares of face value of INR 2 each of the Company at an exercise price of INR 132 (including a premium of INR 130) per equity share, computed in accordance with the applicable ICDR Regulations, on preferential basis, to Promoter Group entities, namely Powerscreen Media Private Limited (8,750,000 warrants), Calleis Real Estate

Private Limited (8,750,000 warrants), Calleis Constructions Private Limited (8,750,000 warrants) and Calleis Properties Private Limited (8,750,000 warrants). Out of these 35,000,000 Warrants, upon exercise of 4,100,000 warrants by the promoter group entities, 4,100,000 fully paid up equity shares of the Company were issued and allotted, on March 19, 2018.

Further, the Board of Directors of the Company at its meeting held on April 25, 2018 has, in accordance with ICDR Regulations, approved the issuance and allotment of an aggregate of upto 10,000,000 Equity Shares of INR 2 each, at an issue price of INR 330 (including a premium of INR 328) per Equity Share, on preferential basis to M/s Steadview Capital Mauritius Ltd. (6,287,393 Equity Shares), M/s ABG Capital (2,182,592 Equity Shares) and M/s LTR Focus Fund (1,530,015 Equity Shares), foreign portfolio investor(s), registered with the SEBI, for which an Extra-ordinary General Meeting of the members of the Company has been convened on May 22, 2018 for seeking their approval.

11. 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(s) 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.

12. Disclosure pertaining to willful defaulters:

Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

13. General:

- i) The advance share application money remitted by the Investor, shall be adjusted against the allotment of Equity Shares issued pursuant to the preferential issue.
 - ii) Of the Issue Price, the Board (or a Committee) shall appropriate INR 2 towards face value of each Equity Share and the balance INR 530 towards the securities premium on each Equity Share.
 - iii) 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 fully paid up equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.
14. 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(s).

The Board in its meeting held on May 12, 2018 has approved the offer, issue and allotment of Equity Shares on a preferential basis to the Investor, in the manner as stated in Item No. 1 of this Notice, 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 Integrated Services Limited**

Place: Gurugram
Date: May 16, 2018

Sd/-
Priya Jain
Company Secretary
Membership No.: A19925

**Indiabulls Integrated Services Limited***(formerly SORIL Holdings and Ventures Limited and Indiabulls Wholesale Services Limited)*

CIN: L51101DL2007PLC166209

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

Website: www.indiabullsin Integrated Services.com, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240

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 _____	Client ID _____

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

1. Name: _____ E-mail ID: _____

Address: _____

Signature: or failing him / her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: or failing him / her

3. Name: _____ E-mail ID: _____

Address: _____

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, the 11th day of June, 2018 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 indicated below:

RESOLUTION NO.	RESOLUTION
1	Preferential issue of Equity Shares of the Company to certain foreign investor(s).

Signed this _____ day of _____, 2018

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, Gurugram, not less than 48 hours before the commencement of the Meeting.

Intentionally left blank



Indiabulls Integrated Services Limited

(formerly SORIL Holdings and Ventures Limited and Indiabulls Wholesale Services Limited)

CIN: L51101DL2007PLC166209

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

Website: www.indiabullsin Integrated Services Limited, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240

ATTENDANCE SLIP

Folio No.*	
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No. of Shares	
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DP ID	
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Client ID	
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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, the 11th day of June, 2018 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

Address: Mapple Emerald, Rajokri, NH-8, New Delhi-110038

