

## Notice of NCLT Convened Meeting of the Equity Shareholders of Yaarii Digital Integrated Services Limited

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FINANCIAL EXPRESS

TUESDAY, JULY 20, 2021

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT CHANDIGARH  
CA (CAA)  
No. 45/CHD/HRY OF 2020

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

AND

In the matter of Scheme of Amalgamation and Arrangement between Albasta Wholesale Services Limited, Sentia Properties Limited, Lucina Infrastructure Limited, Ashva Stud and Agricultural Farms Limited, Mahabala Infracon Private Limited, SORIL Infra Resources Limited, Store One Infra Resources Limited, Yaarii Digital Integrated Services Limited, Indiabulls Enterprises Limited, Indiabulls Pharmaceuticals Limited, and Indiabulls Pharmacare Limited and their respective Shareholders and Creditors.

Yaarii Digital Integrated Services Limited, CIN L51101HR2007PLC077999, PAN AABC17129N, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Plot No.448-451, Udyog Vihar, Phase-V, Gurugram-122016, Haryana, India.

...Applicant Company  
(Transferee Company / Demerging Company No. 1)

## NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated July 7, 2021 ("Tribunal Order"), the Chandigarh Bench of the National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the equity shareholders of Yaarii Digital Integrated Services Limited, the Applicant Company for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation and Arrangement amongst Albasta Wholesale Services Limited ("Transferor Company 1"), Sentia Properties Limited ("Transferor Company 2"), Lucina Infrastructure Limited ("Transferor Company 3"), Ashva Stud and Agricultural Farms Limited ("Transferor Company 4"), Mahabala Infracon Private Limited ("Transferor Company 5"), SORIL Infra Resources Limited ("Transferor Company 6"), Store One Infra Resources Limited ("Transferor Company 7") (collectively referred to as the "Transferor Companies"), Yaarii Digital Integrated Services Limited ("Applicant Company / Transferee Company / Demerging Company 1"), Indiabulls Enterprises Limited ("Resulting Company 1"), Indiabulls Pharmaceuticals Limited ("Demerging Company 2"), Indiabulls Pharmacare Limited ("Resulting Company 2") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "Act"), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme") at the date and time as set out in the Tribunal Order.

In pursuance of the Tribunal Order and as directed therein and read with General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 39/2020 dated December 31, 2020; and No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "MCA Circulars"); and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as the "Circulars issued by SEBI") and in compliance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), further notice is hereby given that the meeting of the equity shareholders of the Applicant Company will be held through video conferencing ("VC")/other audio visual means ("OAVM") as under:

Sr. No.	Meeting	Date of meeting	Time of meeting
1	Equity shareholders	Saturday, August 21, 2021	10:00 AM - IST

Copies of the Notice dated July 14, 2021, the Scheme, explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and accompanying documents (collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those equity shareholders whose email IDs are registered with KFin Technologies Private Limited / Depository / Applicant Company; and (ii) through registered post or speed post or courier physically, to those equity shareholders who have not registered their email IDs.

The Applicant Company has completed dispatch of the aforesaid Particulars to its equity shareholders on July 19, 2021.

The aforesaid Particulars, which were sent by the Applicant Company to its equity shareholders are also available on the website of the Applicant Company at: [www.yaarii.com](http://www.yaarii.com), on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited, Applicant Company's Registrar and Transfer Agent at <https://www.kfintech.com>.

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders of the Applicant Company at the registered office of the Applicant Company and at the office of its advocate, Mr. Rohit Khanna at Punjab and Haryana High Court, New Bar Complex, Room No. 17#288, Sector-17, Panchkula, Chandigarh-160009 on all working days between 10:30 A.M. to 05:30 P.M.

Since the meeting of the equity shareholders is being held through VC / OAVM pursuant to the Tribunal Order, MCA Circulars and Circulars issued by SEBI, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting.

The Tribunal has appointed Mr. Amit Jhanji, Senior Advocate, as the Chairperson, and Mr. Bikramjit Singh Patwalia, Advocate, as the Alternative Chairperson, for the meeting of the equity shareholders of the Applicant Company. Mr. Rohit Garg, Chartered Accountant, shall act as the scrutinizer for the aforesaid meeting. The above-mentioned Scheme, if approved by the equity shareholders will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Persons entitled to attend and vote at the aforesaid meeting may vote through remote e-voting to cast their respective votes prior to the date of the meeting or vote in person through e-voting at the meeting.

## Further Notice is hereby given that:

- The Applicant Company has provided the facility of voting through remote e-voting and e-voting during the meeting (Insta Poll) so as to enable the equity shareholders to consider and approve the Scheme. The Applicant Company has engaged the services of KFin Technologies Private Limited for facilitating the remote e-voting and e-voting during the meeting (Insta Poll).
- The Scheme shall be acted upon if a majority of persons representing three fourth in value of equity shareholders of the Applicant Company voting through the remote e-voting and e-voting during the meeting (Insta Poll) approve the Scheme in accordance with the provisions of Sections 230 to 232 of the Act, and if the votes cast by the public shareholders approving the Scheme are more than the number of votes cast by the public shareholders against it, in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/249 dated December 22, 2020.
- The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up share capital of the Applicant Company as on cut-off date, i.e. August 14, 2021. 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 aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' meeting (Insta Poll). A person who is not an equity shareholder as on the aforesaid cut-off date of August 14, 2021, should treat the notice herein for information purpose only. Any person who acquires shares of the Applicant Company and becomes a shareholder of the Applicant Company after the dispatch of the Notice of this meeting and holding shares as on the cut-off date may obtain login ID and password by sending request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if a person is already registered with KFin Technologies Private Limited for remote e-voting then existing user ID and password can be used for casting vote.



**Date: July 20, 2021**

**Notice of NCLT Convened Meeting of the Equity Shareholders of Yaarii Digital Integrated Services Limited**

4. Voting through remote e-voting by the equity shareholders will commence on Wednesday, August 18, 2021 (10:00 A.M. IST) and shall end on Friday, August 20, 2021 (05:00 P.M. IST). The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter and the equity shareholders will not be allowed to vote electronically beyond the said date and time.

5. During the voting period, the equity shareholders can opt for only one mode for voting, i.e. either through remote e-voting or e-voting during the meeting (Insta Poll). In case any equity shareholder casts the vote both via remote e-voting and e-voting during the respective meetings (Insta Poll), then voting done through remote e-voting shall prevail. Equity shareholders who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again.

6. Facility to join the aforesaid meeting will be opened thirty minutes before the scheduled time of the meeting and will be kept open through the proceedings of the meeting.

7. Equity shareholders who need assistance before or during the meeting, may contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

8. In case of any query / grievance in relation to the voting by remote e-voting may be addressed to Mr. P.S.R.CH. Murthy, Manager - RIS, KFin Technologies Private Limited, Selenium Tower B, Plot Nos.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001.

9. As directed by the Tribunal, Mr. Rohit Garg, Chartered Accountant, has been appointed as the scrutinizer to scrutinize the e-voting during the meeting (Insta Poll) and remote e-voting process in a fair and transparent manner;

10. The results of the meeting, together with the scrutinizer's report will be announced on or before close of business hours on August 23, 2021 and will be placed on the website of the Applicant Company at [www.yaari.com](http://www.yaari.com) and on the website of KFin Technologies Private Limited at <https://www.kfintech.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Applicant Company are listed;

11. The necessary instructions of remote e-voting and e-voting at the time of the meeting (Insta Poll) of the equity shareholders along with other instructions / particulars have been set out in the notice dated July 14, 2021, and the equity shareholders are requested to read the notes to the notice. The notice is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com), website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFin Technologies Private Limited at <https://www.kfintech.com>.

12. Equity shareholders who have not registered their email IDs are requested to note the following:

a) Equity shareholder holding shares in physical mode and who have not registered / updated their email ID with the Applicant Company are requested to register / update their email ID with KFin Technologies Private Limited by sending requests at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with details of their folio number and attaching a self-attested copy of their PAN card or by logging onto <https://ris.kfintech.com/client/services/mobilereg/mobileemailreg.aspx>.

b) Equity shareholders holding shares in dematerialised mode are requested to register/update their email ID with the relevant depository participant.

c) Upon registration, the equity shareholder will receive an email from KFin Technologies Private Limited which includes details of e-voting Event Number, User ID and password and thereafter such equity shareholder may follow the process set out in the notes to the notices which is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com) and on the website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, to join the meeting through VC/OAVM means or vote through remote e-voting or through e-voting during the meeting.

The aforesaid notice is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com) and on the website of the Stock Exchanges, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

Dated: July 19, 2021

For Yaarii Digital Integrated Services Limited  
(formerly Indiabulls Integrated Services Limited)

Sd/-

Priya Jain

Company Secretary

(Membership No. A19925)

New Delhi



Date: July 20, 2021

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Yaarii Digital Integrated Services Limited, CIN L51101HR2007PLC077999, PAN AACBI7129N, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Plot No.448-451, Udyog Vihar, Phase-V, Gurugram-122016, Haryana, India.

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In pursuance of the Tribunal Order and as directed therein and read with General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 39/2020 dated December 31, 2020; and No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "MCA Circulars"); and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as the "Circulars issued by SEBI") and in compliance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); further notice is hereby given that the meeting of the equity shareholders of the Applicant Company will be held through video conferencing ("VC")/other audio visual means ("OAVM") as under:

Sr. No.	Meeting	Date of meeting	Time of meeting
1	Equity shareholders	Saturday, August 21, 2021	10:00 AM - IST

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The aforesaid Particulars, which were sent by the Applicant Company to its equity shareholders are also available on the website of the Applicant Company at: [www.yaarii.com](http://www.yaarii.com), on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited, Applicant Company's Registrar and Transfer Agent at <https://www.kfintech.com>.

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders of the Applicant Company at the registered office of the Applicant Company and at the office of its advocate, Mr. Rohit Khanna at Punjab and Haryana High Court, New Bar Complex, Room No. 17#288, Sector-17, Panchkula, Chandigarh-160009 on all working days between 10:30 A.M. to 05:30 P.M.

Since the meeting of the equity shareholders is being held through VC / OAVM pursuant to the Tribunal Order, MCA Circulars and Circulars issued by SEBI, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting.

The Tribunal has appointed Mr. Amit Jhanji, Senior Advocate, as the Chairperson, and Mr. Bikramjit Singh Patwalia, Advocate, as the Alternative Chairperson, for the meeting of the equity shareholders of the Applicant Company. Mr. Rohit Garg, Chartered Accountant, shall act as the scrutinizer for the aforesaid meeting. The above-mentioned Scheme, if approved by the equity shareholders will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Persons entitled to attend and vote at the aforesaid meeting may vote through remote e-voting to cast their respective votes prior to the date of the meeting or vote in person through e-voting at the meeting.

## Further Notice is hereby given that:

- The Applicant Company has provided the facility of voting through remote e-voting and e-voting during the meeting (Insta Poll) so as to enable the equity shareholders to consider and approve the Scheme. The Applicant Company has engaged the services of KFin Technologies Private Limited for facilitating the remote e-voting and e-voting during the meeting (Insta Poll).
- The Scheme shall be acted upon if a majority of persons representing three fourth in value of equity shareholders of the Applicant Company voting through the remote e-voting and e-voting during the meeting (Insta Poll) approve the Scheme in accordance with the provisions of Sections 230 to 232 of the Act, and if the votes cast by the public shareholders approving the Scheme are more than the number of votes cast by the public shareholders against it, in terms of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020.
- The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up share capital of the Applicant Company as on cut-off date, i.e. August 14, 2021. 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 aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' meeting (Insta Poll). A person who is not an equity shareholder as on the aforesaid cut-off date of August 14, 2021, should treat the notice herein for information purpose only. Any person who acquires shares of the Applicant Company and becomes a shareholder of the Applicant Company after the dispatch of the Notice of this meeting and holding shares as on the cut-off date may obtain login ID and password by sending request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if a person is already registered with KFin Technologies Private Limited for remote e-voting then existing user ID and password can be used for casting vote.
- Voting through remote e-voting by the equity shareholders will commence on Wednesday, August 18, 2021 (10:00 A.M. IST) and shall end on Friday, August 20, 2021 (05:00 P.M. IST). The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter and the equity shareholders will not be allowed to vote electronically beyond the said date and time.
- During the voting period, the equity shareholders can opt for only one mode for voting, i.e. either through remote e-voting or e-voting during the meeting (Insta Poll). In case any equity shareholder casts the vote both via remote e-voting and e-voting during the respective meetings (Insta Poll), then voting done through remote e-voting shall prevail. Equity shareholders who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again.
- Facility to join the aforesaid meeting will be opened thirty minutes before the scheduled time of the meeting and will be kept open through the proceedings of the meeting.
- Equity shareholders who need assistance before or during the meeting, may contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).



Date: July 20, 2021

Notice of NCLT Convened Meeting of the Equity Shareholders of Yaarii Digital Integrated Services Limited

8. In case of any query / grievance in relation to the voting by remote e-voting may be addressed to Mr. P.S.R.CH. Murthy, Manager - RIS, KFin Technologies Private Limited, Selenium Tower B, Plot Nos.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001.

9. As directed by the Tribunal, Mr. Rohit Garg, Chartered Accountant, has been appointed as the scrutinizer to scrutinize the e-voting during the meeting (Insta Poll) and remote e-voting process in a fair and transparent manner;

10. The results of the meeting, together with the scrutinizer's report will be announced on or before close of business hours on August 23, 2021 and will be placed on the website of the Applicant Company at [www.yaari.com](http://www.yaari.com) and on the website of KFin Technologies Private Limited at <https://www.kfintech.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Applicant Company are listed;

11. The necessary instructions of remote e-voting and e-voting at the time of the meeting (Insta Poll) of the equity shareholders along with other instructions / particulars have been set out in the notice dated July 14, 2021, and the equity shareholders are requested to read the notes to the notice. The notice is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com), website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFin Technologies Private Limited at <https://www.kfintech.com>.

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b) Equity shareholders holding shares in dematerialised mode are requested to register/update their email ID with the relevant depository participant.

c) Upon registration, the equity shareholder will receive an email from KFin Technologies Private Limited which includes details of e-voting Event Number, User ID and password and thereafter such equity shareholder may follow the process set out in the notes to the notices which is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com) and on the website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, to join the meeting through VC/OAVM means or vote through remote e-voting or through e-voting during the meeting.

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Dated: July 19, 2021

For Yaarii Digital Integrated Services Limited  
(formerly Indiabulls Integrated Services Limited)

Sd/-  
Priya Jain  
Company Secretary  
(Membership No. A19925)

CHANDIGARH



Date: July 20, 2021

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Copies of the Notice dated July 14, 2021, the Scheme, explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and accompanying documents (collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those equity shareholders whose email IDs are registered with KFin Technologies Private Limited / Depository / Applicant Company; and (ii) through registered post or speed post or courier physically, to those equity shareholders who have not registered their email IDs.

The Applicant Company has completed dispatch of the aforesaid Particulars to its equity shareholders on July 19, 2021.

The aforesaid Particulars, which were sent by the Applicant Company to its equity shareholders are also available on the website of the Applicant Company at: [www.yaarii.com](http://www.yaarii.com), on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited, Applicant Company's Registrar and Transfer Agent at <https://www.kfintech.com>.

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders of the Applicant Company at the registered office of the Applicant Company and at the office of its advocate, Mr. Rohit Khanna at Punjab and Haryana High Court, New Bar Complex, Room No. 17#288, Sector-17, Panchkula, Chandigarh-160009 on all working days between 10:30 A.M. to 05:30 P.M.

Since the meeting of the equity shareholders is being held through VC / OAVM pursuant to the Tribunal Order, MCA Circulars and Circulars issued by SEBI, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting.

The Tribunal has appointed Mr. Amit Jhanji, Senior Advocate, as the Chairperson, and Mr. Bikramjit Singh Patwalia, Advocate, as the Alternative Chairperson, for the meeting of the equity shareholders of the Applicant Company. Mr. Rohit Garg, Chartered Accountant, shall act as the scrutinizer for the aforesaid meeting. The above-mentioned Scheme, if approved by the equity shareholders will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Persons entitled to attend and vote at the aforesaid meeting may vote through remote e-voting to cast their respective votes prior to the date of the meeting or vote in person through e-voting at the meeting.

## Further Notice is hereby given that:

1. The Applicant Company has provided the facility of voting through remote e-voting and e-voting during the meeting (Insta Poll) so as to enable the equity shareholders to consider and approve the Scheme. The Applicant Company has engaged the services of KFin Technologies Private Limited for facilitating the remote e-voting and e-voting during the meeting (Insta Poll).

2. The Scheme shall be acted upon if a majority of persons representing three fourth in value of equity shareholders of the Applicant Company voting through the remote e-voting and e-voting during the meeting (Insta Poll) approve the Scheme in accordance with the provisions of Sections 230 to 232 of the Act, and if the votes cast by the public shareholders approving the Scheme are more than the number of votes cast by the public shareholders against it, in terms of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020.

3. The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up share capital of the Applicant Company as on cut-off date. i.e. August 14, 2021. 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 aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' meeting (Insta Poll). A person who is not an equity shareholder as on the aforesaid cut-off date of August 14, 2021, should treat the notice herein for information purpose only. Any person who acquires shares of the Applicant Company and becomes a shareholder of the Applicant Company after the dispatch of the Notice of this meeting and holding shares as on the cut-off date may obtain login ID and password by sending request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if a person is already registered with KFin Technologies Private Limited for remote e-voting then existing user ID and password can be used for casting vote.



Date: July 20, 2021

**Notice of NCLT Convened Meeting of the Equity Shareholders of Yaarii Digital Integrated Services Limited**

4. Voting through remote e-voting by the equity shareholders will commence on Wednesday, August 18, 2021 (10:00 A.M. IST) and shall end on Friday, August 20, 2021 (05:00 P.M. IST). The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter and the equity shareholders will not be allowed to vote electronically beyond the said date and time.

5. During the voting period, the equity shareholders can opt for only one mode for voting, i.e. either through remote e-voting or e-voting during the meeting (Insta Poll). In case any equity shareholder casts the vote both via remote e-voting and e-voting during the respective meetings (Insta Poll), then voting done through remote e-voting shall prevail. Equity shareholders who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again.

6. Facility to join the aforesaid meeting will be opened thirty minutes before the scheduled time of the meeting and will be kept open through the proceedings of the meeting.

7. Equity shareholders who need assistance before or during the meeting, may contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

8. In case of any query / grievance in relation to the voting by remote e-voting may be addressed to Mr. P.S.R.CH. Murthy, Manager - RIS, KFin Technologies Private Limited, Selenium Tower B, Plot Nos.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001.

9. As directed by the Tribunal, Mr. Rohit Garg, Chartered Accountant, has been appointed as the scrutinizer to scrutinize the e-voting during the meeting (Insta Poll) and remote e-voting process in a fair and transparent manner;

10. The results of the meeting, together with the scrutinizer's report will be announced on or before close of business hours on August 23, 2021 and will be placed on the website of the Applicant Company at [www.yaari.com](http://www.yaari.com) and on the website of KFin Technologies Private Limited at <https://www.kfintech.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Applicant Company are listed;

11. The necessary instructions of remote e-voting and e-voting at the time of the meeting (Insta Poll) of the equity shareholders along with other instructions / particulars have been set out in the notice dated July 14, 2021, and the equity shareholders are requested to read the notes to the notice. The notice is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com), website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFin Technologies Private Limited at <https://www.kfintech.com>.

12. Equity shareholders who have not registered their email IDs are requested to note the following:

a) Equity shareholder holding shares in physical mode and who have not registered / updated their email ID with the Applicant Company are requested to register / update their email ID with KFin Technologies Private Limited by sending requests at [inward\\_ris@kfintech.com](mailto:inward_ris@kfintech.com) with details of their folio number and attaching a self-attested copy of their PAN card or by logging onto <https://ris.kfintech.com/clientservices/mobile/reg/mobileemailreg.aspx>.

b) Equity shareholders holding shares in dematerialised mode are requested to register/update their email ID with the relevant depository participant.

c) Upon registration, the equity shareholder will receive an email from KFin Technologies Private Limited which includes details of e-voting Event Number, User ID and password and thereafter such equity shareholder may follow the process set out in the notes to the notices which is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com) and on the website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, to join the meeting through VC/OAVM means or vote through remote e-voting or through e-voting during the meeting.

The aforesaid notice is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com) and on the website of the Stock Exchanges, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

Dated: July 19, 2021

For Yaarii Digital Integrated Services Limited  
(formerly Indiabulls Integrated Services Limited)

Sd/-

Priya Jain

Company Secretary

(Membership No. A19925)

नई दिल्ली



## Notice of NCLT Convened Meeting of the Equity Shareholders of Yaarii Digital Integrated Services Limited

जनसत्ता, 20 जुलाई, 2021

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT CHANDIGARH  
CA (CAA)  
No. 45/CHD/HR/ OF 2020

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

AND

In the matter of Scheme of Amalgamation and Arrangement between Albasta Wholesale Services Limited, Sentia Properties Limited, Lucina Infrastructure Limited, Ashva Stud and Agricultural Farms Limited, Mahabala Infracon Private Limited, SORIL Infra Resources Limited, Store One Infra Resources Limited, Yaarii Digital Integrated Services Limited, Indiabulls Enterprises Limited, Indiabulls Pharmaceuticals Limited, and Indiabulls Pharmacare Limited and their respective Shareholders and Creditors.

Yaarii Digital Integrated Services Limited, CIN L51101HR2007PLC077999, PAN AABCI7129N, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Plot No.448-451, Udyog Vihar, Phase-V, Gurugram-122016, Haryana, India.

...Applicant Company

(Transferee Company / Demerging Company No. 1)

## NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated July 7, 2021 ("Tribunal Order"), the Chandigarh Bench of the National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the equity shareholders of Yaarii Digital Integrated Services Limited, the Applicant Company for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation and Arrangement amongst Albasta Wholesale Services Limited ("Transferor Company 1"), Sentia Properties Limited ("Transferor Company 2"), Lucina Infrastructure Limited ("Transferor Company 3"), Ashva Stud and Agricultural Farms Limited ("Transferor Company 4"), Mahabala Infracon Private Limited ("Transferor Company 5"), SORIL Infra Resources Limited ("Transferor Company 6"), Store One Infra Resources Limited ("Transferor Company 7") (collectively referred to as the "Transferor Companies"), Yaarii Digital Integrated Services Limited ("Applicant Company / Transferee Company / Demerging Company 1"), Indiabulls Enterprises Limited ("Resulting Company 1"), Indiabulls Pharmaceuticals Limited ("Demerging Company 2"), Indiabulls Pharmacare Limited ("Resulting Company 2") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "Act"), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme") at the date and time as set out in the Tribunal Order.

In pursuance of the Tribunal Order and as directed therein and read with General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 39/2020 dated December 31, 2020; and No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "MCA Circulars"); and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as the "Circulars issued by SEBI") and in compliance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), further notice is hereby given that the meeting of the equity shareholders of the Applicant Company will be held through video conferencing ("VC")/other audio visual means ("OAVM") as under:

Sr. No.	Meeting	Date of meeting	Time of meeting
1	Equity shareholders	Saturday, August 21, 2021	10:00 AM - IST

Copies of the Notice dated July 14, 2021, the Scheme, explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and accompanying documents (collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those equity shareholders whose email IDs are registered with KFin Technologies Private Limited / Depository / Applicant Company; and (ii) through registered post or speed post or courier physically, to those equity shareholders who have not registered their email IDs.

The Applicant Company has completed dispatch of the aforesaid Particulars to its equity shareholders on July 19, 2021.

The aforesaid Particulars, which were sent by the Applicant Company to its equity shareholders are also available on the website of the Applicant Company at [www.yaarii.com](http://www.yaarii.com), on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited, Applicant Company's Registrar and Transfer Agent at <https://www.kfintech.com>.

Hard copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders of the Applicant Company at the registered office of the Applicant Company and at the office of its advocate, Mr. Rohit Khanna at Punjab and Haryana High Court, New Bar Complex, Room No. 17#288, Sector-17, Panchkula, Chandigarh-160009 on all working days between 10:30 A.M. to 05:30 P.M.

Since the meeting of the equity shareholders is being held through VC / OAVM pursuant to the Tribunal Order, MCA Circulars and Circulars issued by SEBI, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting.

The Tribunal has appointed Mr. Amit Jhanji, Senior Advocate, as the Chairperson, and Mr. Bikramjit Singh Patwalla, Advocate, as the Alternative Chairperson, for the meeting of the equity shareholders of the Applicant Company. Mr. Rohit Garg, Chartered Accountant, shall act as the scrutinizer for the aforesaid meeting. The above-mentioned Scheme, if approved by the equity shareholders will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Persons entitled to attend and vote at the aforesaid meeting may vote through remote e-voting to cast their respective votes prior to the date of the meeting or vote in person through e-voting at the meeting.

## Further Notice is hereby given that:

1.The Applicant Company has provided the facility of voting through remote e-voting and e-voting during the meeting (Insta Poll) so as to enable the equity shareholders to consider and approve the Scheme. The Applicant Company has engaged the services of KFin Technologies Private Limited for facilitating the remote e-voting and e-voting during the meeting (Insta Poll).

2.The Scheme shall be acted upon if a majority of persons representing three fourth in value of equity shareholders of the Applicant Company voting through the remote e-voting and e-voting during the meeting (Insta Poll) approve the Scheme in accordance with the provisions of Sections 230 to 232 of the Act, and if the votes cast by the public shareholders approving the Scheme are more than the number of votes cast by the public shareholders against it, in terms of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020.

3.The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up share capital of the Applicant Company as on cut-off date, i.e. August 14, 2021. 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 aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' meeting (Insta Poll). A person who is not an equity shareholder as on the aforesaid cut-off date of August 14, 2021, should treat the notice herein for information purpose only. Any person who acquires shares of the Applicant Company and becomes a shareholder of the Applicant Company after the dispatch of the Notice of this meeting and holding shares as on the cut-off date may obtain login ID and password by sending request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if a person is already registered with KFin Technologies Private Limited for remote e-voting then existing user ID and password can be used for casting vote.

4.Voting through remote e-voting by the equity shareholders will commence on Wednesday, August 18, 2021 (10:00 A.M. IST) and shall end on Friday, August 20, 2021 (05:00 P.M. IST). The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter and the equity shareholders will not be allowed to vote electronically beyond the said date and time.

5. During the voting period, the equity shareholders can opt for only one mode for voting, i.e. either through remote e-voting or e-voting during the meeting (Insta Poll). In case any equity shareholder casts the vote both via remote e-voting and e-voting during the respective meetings (Insta Poll), then voting done through remote e-voting shall prevail. Equity shareholders who have cast their votes through remote e-voting may attend the respective meeting but shall not be entitled to cast their vote again.

6. Facility to join the aforesaid meeting will be opened thirty minutes before the scheduled time of the meeting and will be kept open through the proceedings of the meeting.

7. Equity shareholders who need assistance before or during the meeting, may contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).



Notice of NCLT Convened Meeting of the Equity Shareholders of Yaarii Digital Integrated Services Limited

8. In case of any query / grievance in relation to the voting by remote e-voting may be addressed to Mr. P.S.R.CH. Murthy, Manager - RIS, KFin Technologies Private Limited, Selenium Tower B, Plot Nos.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001.
9. As directed by the Tribunal, Mr. Rohit Garg, Chartered Accountant, has been appointed as the scrutinizer to scrutinize the e-voting during the meeting (Insta Poll) and remote e-voting process in a fair and transparent manner;
10. The results of the meeting, together with the scrutinizer's report will be announced on or before close of business hours on August 23, 2021 and will be placed on the website of the Applicant Company at [www.yaari.com](http://www.yaari.com) and on the website of KFin Technologies Private Limited at <https://www.kfintech.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Applicant Company are listed;
11. The necessary instructions of remote e-voting and e-voting at the time of the meeting (Insta Poll) of the equity shareholders along with other instructions / particulars have been set out in the notice dated July 14, 2021, and the equity shareholders are requested to read the notes to the notice. The notice is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com), website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFin Technologies Private Limited at <https://www.kfintech.com>.
12. Equity shareholders who have not registered their email IDs are requested to note the following:
  - a) Equity shareholder holding shares in physical mode and who have not registered / updated their email ID with the Applicant Company are requested to register / update their email ID with KFin Technologies Private Limited by sending requests at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with details of their folio number and attaching a self-attested copy of their PAN card or by logging onto <https://ris.kfintech.com/client-services/mobile-reg/mobile-email-reg.aspx>.
  - b) Equity shareholders holding shares in dematerialised mode are requested to register/update their email ID with the relevant depository participant.
  - c) Upon registration, the equity shareholder will receive an email from KFin Technologies Private Limited which includes details of e-voting Event Number, User ID and password and thereafter such equity shareholder may follow the process set out in the notes to the notices which is also available on the Applicant Company's website [www.yaari.com](http://www.yaari.com) and on the website of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, to join the meeting through VC/OAVM means or vote through remote e-voting or through e-voting during the meeting.

Dated: July 19, 2021

For Yaarii Digital Integrated Services Limited  
(formerly Indiabulls Integrated Services Limited)  
Sd/-  
Priya Jain  
Company Secretary  
(Membership No. A19925)

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