



Indiabulls Wholesale Services Limited

INDIABULLS WHOLESALE SERVICES LIMITED

CIN: L51101DL2007PLC166209

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

E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240, Website: www.indiabulls.com/wholesale

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING of the members of **INDIABULLS WHOLESALE SERVICES LIMITED** will be held on Monday, the 26th day of September, 2016 at 4:00 P.M. at **Mapple Emerald, Rajokri, NH-8, New Delhi-110038**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Col Surinder Singh Kadyan (Retd) (DIN:03495880), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company to hold office as such from the conclusion of this AGM until the conclusion of the Tenth Annual General Meeting of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), be and are hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of Tenth Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To consider and if thought fit to pass the following resolution as a special resolution for issue of NCDs / Bonds, of the Company:**

“RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and subject to other applicable regulations/ guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to issue Redeemable Non-Convertible Debentures (“NCDs”) secured or unsecured and/or Bonds and/or any other hybrid instruments (not in the nature of equity shares), for cash, either at par or premium or discount to the face value, under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, and in one or more series, on private placement basis, from time to time, during a period of one year from the date of passing of this Resolution, such that the total amount to be raised through issue of NCDs / Bonds / any other hybrid instruments shall be within the overall borrowing limits of INR 500 Crore.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

5. **To consider and if thought fit, to pass the following resolution as a Special Resolution for providing corporate guarantee in favor of Store One Retail India Limited, a majority owned subsidiary of the Company:**

RESOLVED THAT pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations, 2015’), Section 188, 186 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, as amended or re-enacted from time to time, and subject to the such approvals, consents, permissions and sanctions as may be necessary and pursuant to the approval of the Audit Committee and the Board of

Directors, consent of the members of the Company be and is hereby accorded for providing corporate guarantee(s) in favor of Store One Retail India Limited, a majority owned subsidiary of the Company, being Related Party, as defined under the Act and SEBI LODR Regulations, 2015, upto an aggregate amount not exceeding Rs. 150 crores per financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, 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 has constituted or may constitute hereafter to exercise its powers herein conferred) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of aforesaid resolution be and hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For **Indiabulls Wholesale Services Limited**

**Sd/-
Priya Jain**

*Company Secretary
Membership No.: A19925*

Place: New Delhi
Date: August 23, 2016

NOTES:

- a) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 19th day of September, 2016 to Monday, the 26th day of September, 2016 (both days inclusive), for annual closing.
- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office or at Corporate Office of the Company, at Gurgaon, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxy form is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- d) Electronic copy of the Notice of the 9th Annual General Meeting of the Company and the Annual Report for FY 2015-16 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of Notice of the 9th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form and the Annual Report for FY 2015-16 is being sent in the permitted mode.
- e) The Notice of the 9th Annual General Meeting and the Annual Report for FY 2015-16 is being sent to all the members, whose names appeared in the Register of Members as on August 26, 2016, and to Directors and the Auditors of the Company. Members may note that said Notice and the Annual Report for FY 2015-16 will also be available on the Company's website: www.indiabulls.com/wholesale for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office or at Corporate Office of the Company, at Gurgaon for inspection during normal business hours on working days.
- f) Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).
 - II. The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **Friday, the 23rd day of September, 2016 at 10:00 A.M. and ends on Sunday, the 25th day of September, 2016 at 5:00 P.M.** During this period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date being **Monday, the 19th day of September, 2016** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e.-User-ID & password) mentioned on the Notice. Your Folio No. / DP ID Client ID will be your User-ID.

User – ID	<p><i>For Members holding shares in Demat Form:-</i></p> <ol style="list-style-type: none"> a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID <p><i>For Members holding shares in Physical Form:-</i></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 AGM Notice / forwarded through the electronic notice via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- iii) Please contact on toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from **Friday, the 23rd day of September, 2016 at 10:00 A.M. to Sunday, the 25th day of September, 2016 at 5:00 P.M.**
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy 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 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 sanjay918@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."

- g) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being **Monday, the 19th day of September, 2016**.
- h) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date being **Monday, the 19th day of September, 2016**, may obtain the login-id and password by sending a request at evoting@karvy.com. **However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on 'https://evoting.karvy.com'.**
- i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- j) Mr. Sanjay Khandelwal (Membership No. FCS-5945) of M/s S. Khandelwal & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- k) The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l) The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- m) The Results declared alongwith the report of the Scrutinizer shall be placed on the Company's website: www.indiabulls.com/wholesale and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchanges.
- n) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office and at Corporate Office of the Company at Gurgaon, during normal business hours (9:30 a.m. to 5:30 p.m.) on all working days except Saturdays, upto and including the date of AGM of the Company.
- o) Profile of Directors retiring by rotation and seeking appointment/re-appointment, in terms of Regulations 36 of SEBI Listing Regulations have been provided in the Corporate Governance Report forming part of Annual Report.
- p) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications in electronic mode to the email address provided by you. **Shareholders whose e-mail addresses are not registered with us are requested to get their e-mail address registered with us, so that your Company could contribute to the safety of environment.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 4 & 5 of the accompanying Notice dated August 23, 2016.

Item No. 4

In terms of Section 42 of the Companies Act, 2013 read with the Rules framed thereunder ("Act"), a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. The shareholders of the Company at the previous Annual General Meeting held on September 28, 2015 had authorized the Company to issue NCDs. However, such authorization shall remain valid upto September 27, 2016. To get this authorization extended upto a further period of one year from the date of 9th Annual General Meeting, approval of the members is being sought to enable the Board to issue NCDs, secured or unsecured and/or any other hybrid instruments, on a private placement basis, up to INR 500 Crore the overall borrowing limits of the Company.

The Board recommends the resolution, as set out at Item No. 4 of this Notice, for the approval of the Members of the Company by way of a Special Resolution as an enabling authorisation.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5:

The Company is, through its majority owned subsidiary Store One Retail India Limited (SORIL), engaged in the business of equipment renting, management and maintenance services, construction advisory and other related services. The Company, being promoter of the Company, is, from time to time, required to provide corporate guarantee(s) for various business requirements and overall development and growth of SORIL, which ultimately would be to the benefit to the Company and its stakeholders at large.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations, 2015') and Companies Act, 2013, related party transaction(s) between the Company and related party, as defined in Section 2(76) of the Act and under applicable accounting standards, require shareholders' approval, if the aggregate value of such transactions exceed the threshold limit and further since value of all or any of such corporate guarantee transaction(s), in aggregate, during any financial year(s) may exceed 10% of the annual consolidated turnover of the Company as per the Company's last audited financial statements or any materiality threshold as may be applicable from time to time under applicable provisions, the audit committee and Board has recommended the resolution, as set out at Item No. 5 of this Notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except to the extent of holding of position of directorship/shareholding in SORIL, is concerned or interested, financially or otherwise, in the said resolution at Item No. 5 of this Notice.

By Order of the Board of Directors
For **Indiabulls Wholesale Services Limited**

Place: New Delhi
Date: August 23, 2016

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



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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 Ninth Annual General Meeting of the Company, to be held on Monday, the 26th day of September, 2016 at 4:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of Financial Statements for the year ended March 31, 2016
2.	Re-appointment of Col. Surinder Singh Kadyan (Retd.), who retires by rotation and, being eligible offers himself for re-appointment.
3.	Ratification of the appointment of M/s Agarwal Prakash & Co., Chartered Accountants, as the Statutory auditors of the Company and fixing their remuneration.
SPECIAL BUSINESS	
4.	Issue of Non-Convertible Debentures/Bonds on Private Placement Basis
5.	Authorisation to provide corporate guarantee in favor of Store One Retail India Limited, a majority owned subsidiary of the Company.

Signed this _____ day of _____, 2016

Signature of Shareholder:

Signature of Proxy Holder(s):

Affix
Revenue
Stamp of
Re. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurgaon, not less than 48 hours before the commencement of the Meeting.

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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 Ninth Annual General Meeting of the Company held on Monday, the 26th day of September, 2016 at 4:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Member's Signature

Proxy's Signature

* Applicable for Members holding shares in Physical form.

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Map of AGM Venue

