



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

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, to transact the Special Businesses, set out in this Notice, as Special Resolutions, through Postal Ballot by the Members of Indiabulls Wholesale Services Limited ("the Company").

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope.

You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer, at the Corporate Office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram, Haryana – 122016, on or before 5:00 P.M. on March 22, 2017, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Karvy Computershare Pvt. Ltd. (Karvy) to provide e-voting facility. The e-voting facility is available from February 21, 2017 (10:00 a.m. onwards) till March 22, 2017 (up to 5:00 pm). For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through evoting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting

done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company has appointed CA Ajay Khandelwal of M/s Khandelwal Ajay & Co., Chartered Accountants, New Delhi, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Company latest by 9:00 PM on March 22, 2017. The result of the Postal Ballot will be announced latest by 11:00 pm on March 22, 2017 at the Company's corporate office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.indiabulls.com/wholesale and the website of Karvy i.e. https://evoting.karvy.com and shall also be displayed at the Company's Registered office.

SPECIAL BUSINESS:

Item No. 1:

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, for change in the name of the Company from 'Indiabulls Wholesale Services Limited' to 'SORIL Holdings and Ventures Limited' and consequent amendment to Memorandum of Association and Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from '**Indiabulls Wholesale Services Limited**' to '**SORIL Holdings and Ventures Limited**'.

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is '**SORIL Holdings and Ventures Limited**'.

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles

of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

Item No. 2:

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause III, the Object Clause, of the Memorandum of Association of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4,13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for adoption of new set of Memorandum of Association of the Company (“MOA”) in accordance with Table A of Schedule I of the Companies Act 2013, effecting the following modifications and amendments in the existing MOA:-

- (i) The words ‘Companies Act, 1956’ in the existing MOA shall be substituted with the words ‘Companies Act, 2013’, wherever required under the applicable provisions.
- (ii) Part A of Clause III of MOA shall now be titled as ‘The Objects to be pursued by the Company on its Incorporation’ and the following new sub-clause (4) & (5), being the existing business activities of the Company, commenced earlier pursuant to and in terms of the shareholders’ authorisation, are to be inserted after existing sub-clause (3):
 - (4) To acquire by purchase, lease, exchange or otherwise land, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures and turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, developing, reconstructing, altering, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential, commercial and industrial and of all kinds and/or conveniences thereon, to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, to manage land, building and other properties.
 - (5) To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and

immovable property dealers.

(iii) Part B of the Clause III of MOA shall now be titled as ‘Matters which are necessary for furtherance of the Objects specified in Part A’:

(iv) Part C of Clause III of MOA viz. “Other Objects” shall be deleted in line with the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

By Order of the Board

For Indiabulls Wholesale Services Limited

Priya Jain

Company Secretary

Place: Gurugram

Date: February 16, 2017

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on February 17, 2017 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company’s Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot.
5. The Board of Directors has appointed CA Ajay Khandelwal of M/s Khandelwal Ajay & Co., Chartered Accountants, New Delhi, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from February 21, 2017 (10:00 am onwards) till March 22, 2017 (up to 5:00 pm) as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter, no voting shall be allowed beyond 5:00 pm of March 22, 2017. If you are

voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on March 22, 2017. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.

8. Documents related to the abovementioned resolution are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till March 22, 2017.
9. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first. For voting, please read carefully the “Procedure/instructions for voting” enumerated herein:

10. PROCEDURE/INSTRUCTIONS FOR VOTING

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

The instructions for Members for e-voting are as under:

- A. In case a Member receives an e-mail from Karvy Computershare Pvt. Ltd and wants to vote electronically:
 - 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/DP Client ID will be your User-ID.

User ID	For members holding shares in Demat Form: For NSDL: 8 Character DP ID followed by 8 Digits Client ID. For CDSL: 16 digits beneficiary ID. For Members holding shares in Physical Form: Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company.
Password	Your Unique password is printed on the Postal Ballot Notice / Electronic notice forwarded through 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 February 21, 2017 to 5:00 P.M. on March 22, 2017. (both days inclusive).
 - 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 first 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 shareholders do not want to cast, 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. Corporates/Institutional Members (corporate /Fls/Flls/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to khandelwal.ajay@hotmail.com with copy to evoting@karvy.com. The scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”
- B. In case a Member receives Postal Ballot Form through Post and wants to vote electronically:
 - i. Initial password is provided along with the Postal Ballot Form.
 - ii. Please follow all steps from SI. No. (i) to SI. No. (xiii) as mentioned in (A) above, to cast e-vote.
 - C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd.

at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Ms. C Shobha Anand, Assistant General Manager, Karvy Computershare Pvt. Ltd. at Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel no. +91 40 67162222, Fax: +91 40 23001153 and e-mail ID : einward.ris@karvy.com.

11. Eligible Members who have not received the Postal Ballot Notice or received the Postal Ballot notice by email and wish to vote through physical ballot can download the form from the link [https:// evoting.karvy.com](https://evoting.karvy.com) or from the website of the Company www.indiabulls.com/wholesale
12. Member cannot exercise his / her vote by proxy on Postal Ballot.
13. The Scrutinizer's decision on the validity or otherwise of Postal Ballot / E-Voting will be final.
14. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.
15. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent: Karvy Computershare Private Limited (Unit: Indiabulls Wholesale Services Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67162222 Fax: +91 40 23001153 Email: einward.ris@karvy.com

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

Item nos. 1 & 2:

The Company is the Holding Company of 'SORIL Infra Resources Limited' (SORIL) (earlier known as Store One Retail India Limited) which accounts for approx. 87% of its consolidated revenues and almost 100% of its consolidated profits. SORIL is engaged in the business of equipment renting, management and maintenance services, construction advisory and other related services. The Company directly and through its other wholly owned subsidiary companies is in the business of development of real estate projects, other related activities and charter services. There has been no change in existing business of the Company nor has the Company undertaken any new activity. The Board of Directors of the Company (the Board) has decided that the name of the Company be changed to '**SORIL Holdings and Ventures Limited**' to reflect various referral business activities carried on by it through its subsidiaries. The proposed change in the name using the prefix 'SORIL Holdings' is to reflect its ownership and control of SORIL which contributes to approx. 87% revenues, which is a material listed subsidiary of the Company, and the word "Ventures" is to signify the summarized expression of various other activities carried on by the Company, so as to be in compliance with the applicable provisions of SEBI Listing Regulations. To comply with the said SEBI Listing Regulations, National Stock Exchange India Limited and BSE Limited, at which the Company's equity shares are listed, have vide their letters dated 29th December 2016 & 30th December 2016, respectively,

granted their In-principle approval to the Company to change its name to '**SORIL Holdings and Ventures Limited**'.

The availability of the name 'SORIL Holdings and Ventures Limited' has also been confirmed by the concerned Office of Registrar of Companies, Ministry of Corporate Affairs, Government of India.

The Company with its shareholders' approval, in compliance with the provisions of the Companies Act 1956, had earlier ventured into businesses, which were set out in the Part C ("Other Object Clause") of Clause III of its MOA. However in compliance with the applicable provisions of the Companies Act, 2013, the "Other Object Clause" is required to be deleted. To enable the Company to continue with such businesses, the relevant clauses of the "Other Object Clause" are being inserted in the Part A ("Main Object Clause") of Clause III of its MOA as new sub-clauses (4) & (5), after existing sub-clause (3), as stated in the resolution set out at item no. 2 of this Notice.

Further, in compliance with the requirements of the Companies Act 2013 it is proposed to modify Clause III of its MOA as under:

1. The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', and wherever required in the Memorandum of Association of the Company, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013
2. The existing Part C ("Other Object Clause") of Section III of its MOA would be deleted.
3. The Objects Clause (Clause III of MOA) will now have two parts viz.
 - a. Part A - 'The Objects to be pursued by the Company on its incorporation'; and
 - b. Part B - 'Matters which are necessary for furtherance of the Objects specified in Part A'.

The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the company on all working days (Monday to Friday) between 11.00 A.M. to 4.00 P.M. up to March 22, 2017 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The change in the name of the Company would require an alteration in Clause I of its Memorandum of Association ("MOA") and Articles of Association, wherever the extant name of the Company appears. Since for effecting any change in its MOA, prior consent of the members by way of Special Resolution is required, the approval of the members is being sought through Postal Ballot, on resolutions as set out at item nos. 1 & 2. Your Directors recommend the same for approval of the Shareholders as Special Resolution(s). None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolutions.

For Indiabulls Wholesale Services Limited

Priya Jain

Company Secretary

Place: Gurugram

Date: February 16, 2017