



INDIABULLS SECURITIES LIMITED

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

CIN: L74999DL1995PLC069631

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

Website: www.indiabulls.com/securities

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING of the members of **INDIABULLS SECURITIES LIMITED** will be held on Monday, the 29th day of September, 2014 at 10:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividends, declared on equity shares of the Company, for the financial year 2013-14.
3. To appoint a Director in place of Mr. Ashok Kumar Sharma (DIN: 00010912), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office as such from the conclusion of this AGM until the conclusion of the 22nd Annual General Meeting of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), be and are hereby re-appointed as the auditors of the Company, for the financial year 2014-15 to financial year 2016 -17, to hold office from the conclusion of this AGM to the conclusion of 22nd Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

Item No. 5:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for re-appointment of Mr. Divyesh B. Shah as Whole-time director of the Company:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and applicable Rules framed thereunder, read with Schedule V to the Act (including any statutory modification(s) or re-enactment of the Act), consent of the members, be and is hereby accorded to the re-appointment of Mr. Divyesh B. Shah (DIN: 00010933) as Whole Time Director of the Company, designated as CEO, for a further period of five years, with effect from April 1, 2014, at a remuneration, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to and within the overall ceiling of remuneration payable, as prescribed in the Act read with Schedule V to the Act and applicable Rules thereto.”

Item No. 6:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for re-appointment of Mr. Ashok Kumar Sharma as Whole-time director of the Company:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and applicable Rules framed thereunder, read with Schedule V to the Act (including any

statutory modification(s) or re-enactment of the Act), consent of the members, be and is hereby accorded to the re-appointment of Mr. Ashok Kumar Sharma (DIN: 00010912) as Whole Time Director of the Company, for a further period of five years, with effect from April 1, 2014, without any remuneration.”

Item No. 7:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Aishwarya Katoch, as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Aishwarya Katoch (DIN: 00557488), Director of the Company, in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting **AND THAT** he shall not be liable to retire by rotation.”

Item No. 8:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Prem Prakash Mirdha, as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Prem Prakash Mirdha (DIN: 01352748), Director of the Company, in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting **AND THAT** he shall not be liable to retire by rotation.”

Item No. 9:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Brig. Labh Singh Sitara, as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Brig. Labh Singh Sitara (DIN: 01724648), Director of the Company, in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting **AND THAT** he shall not be liable to retire by rotation.”

Item No. 10:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for approving Borrowing limits of the Company:

“**RESOLVED** that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) for borrowing from time to time, any sum or sums of monies (including by way of Non-convertible Debentures/Bonds/Hybrid instruments), which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 1,000 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.”

Item No. 11:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for creation of charges on the assets of the Company:

“**RESOLVED** that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) to the creation of mortgages, charges and hypothecations or creation of security, in any other form or manner, as may be necessary, on such of the assets of the Company, both present and future, in such manner as the Board may direct, in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

Item No. 12:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for amendment in the Articles of the Company:

“**RESOLVED** that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company, as under-

(a) deleting the existing ‘Article 1’ and substituting with following new ‘Article 1’:

“Article 1: Subject to the provisions contained in these Articles, the regulations contained in Table F of Schedule I shall apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the management of the Company, so that the Articles shall to the extent to which they are repugnant to and / or at variance with the provisions of the Companies Act 2013, various Schedules thereto and the Rules made thereunder (collectively referred to as “Act”), be deemed to have been replaced by the relevant provisions/ rules in the Act so as to be in consonance and harmony therewith.”

RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

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

Place: New Delhi
Date: August 26, 2014

Sd/-
Ram Mehar Garg
Company Secretary

NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 22nd day of September, 2014 to Monday, 29th day of September, 2014 (both days inclusive).
- (b) **MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (c) Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- (d) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- (e) The Notice is being sent to all the Members, whose names would appear in the Register of Members as on Friday, 29th August, 2014. The Notice of the Meeting is also posted on the website of the Company www.indiabulls.com/securities
- (f) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
- (g) The voting through electronic means will commence on Thursday, 18th September, 2014 at 10:00 A.M. and will end on Saturday, 20th September, 2014 at 5:00 P.M. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
- (h) The Company has appointed Mr. Atul Khandelwal of M/s AGK & Company, Practicing Chartered Accountant, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- (i) The procedure and instructions for e-voting are as follows:
- 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:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company
Password	Your Unique password is printed on the 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 Thursday, 18th September, 2014 at 10:00 A.M. till Saturday, 20th September, 2014 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 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) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to ca.agkcompany@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."
- (j) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (k) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indiabulls.com/securities and on the website of Karvy within two (2) days of passing of the resolutions at the AGM of the Company.
- (l) 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. **So, shareholders whose email address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.**

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 5 to 12 of the accompanying Notice dated August 26, 2014.

Item No. 5

The existing tenure of Mr. Divyesh B. Shah as a Whole-time Director of the Company was up to March 31, 2014. Upon recommendation by the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended his re-appointment, as such, for a further period of five years w.e.f. April 1, 2014. Mr. Shah is designated as Chief Executive Officer of the Company. The Company has grown significantly under his leadership & guidance. Keeping in view his vast experience, knowledge and managerial skills, the Board is of the view that it will be in the interest of the Company that he is re-appointed as Whole-time Director of the Company on its Board.

Brief resume of Mr. Divyesh B. Shah, nature of his expertise alongwith the details, required to be provided in terms of Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report, forming part of the Annual Report for the financial year 2013-14.

It is also proposed to seek shareholders' approval for payment of remuneration to him, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to and within the overall ceiling of remuneration payable, as prescribed in the Act read with Schedule V to the Act and applicable Rules thereto.

Accordingly, the Board recommends the resolution, for his re-appointment, for the approval by the shareholders, as a Special Resolution, as set out at Item No. 5 of this Notice. Except Mr. Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

The existing tenure of Mr. Ashok Kumar Sharma as a Whole-time Director of the Company was up to March 31, 2014. Upon recommendation by the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended his re-appointment, as such, for a further period of five years w.e.f. April 1, 2014, without remuneration. The Company has grown significantly under his leadership & guidance. Keeping in view his vast experience & expertise in the areas of finance, system implementation and internal controls, the Board is of the view that it will be in the interest of the Company that he is re-appointed as Whole-time Director of the Company on its Board.

Brief resume of Mr. Ashok Kumar Sharma, nature of his expertise alongwith the details, required to be provided in terms of Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report, forming part of the Annual Report for the financial year 2013-14.

Accordingly, the Board recommends the resolution, for his re-appointment, for the approval by the shareholders, as a Special Resolution, as set out at Item No. 6 of this Notice. Except Mr. Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7, 8 & 9

Mr. Aishwarya Katoch (DIN: 00557488), Mr. Prem Prakash Mirdha (DIN: 01352748) and Brig. Labh Singh Sitara (DIN: 01724648), who were appointed as Independent Directors at various times, in compliance with the requirements of Clause 49 of the Listing Agreement have furnished a declaration to the Company confirming that they meet with the criteria of independence, as prescribed for independent directors under Section 149 of Act and the rules made thereunder.

In the opinion of the Board, Mr. Katoch, Mr. Mirdha and Brig. Sitara fulfills the conditions for their appointment, as Independent Directors of the Company, as specified in the Act and the Listing Agreement, and all of them are independent of the management of the Company.

Brief profile of these individuals, nature of their expertise alongwith the details, required to be provided in terms of Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report, forming part of the Annual Report for the financial year 2013-14. Keeping in view their vast experience & knowledge, the Board is of the view that it will be in the interest of the Company that they are appointed as Independent Directors on its Board.

Upon the approval of the shareholders to their appointment, as Independent Directors, the appointment, as such, shall be formalized by the Board by issuing letters of appointment to them, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Accordingly, the Board recommends the resolutions for their appointment, as Independent Directors of the Company, for the approval by the shareholders, as Ordinary Resolutions, as set out at Item Nos. 7, 8 & 9 of this Notice. Except the proposed appointees, in respective resolutions proposing their appointments, none of the Directors and Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 7, 8 & 9.

Item No. 10 & 11

The Members of the Company had earlier, by way of ordinary resolutions in terms of the provisions of Section 293(1)(d) and (a) respectively, of the Companies Act, 1956, authorized the Board of the Directors of the Company ("Board") to (i) borrow monies on behalf of the Company in excess of the aggregate of the paid-up capital of the Company and its free reserves; and (ii) create a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed, including interest, charges, etc. payable thereon.

However the relevant provisions of the Companies Act 2013, requires that the Board can exercise such powers only with the consent of the members of the Company by way of Special Resolutions. Therefore the approval of the Members authorizing the Board for the borrowings, as set out at Item No. 10 of this Notice, and securing the same by way of creation of charge, in the manner set out at Item No. 11 of this Notice, is therefore being sought, by way of Special Resolutions.

The Board recommends the Resolutions set out at Item Nos. 10 and 11 of the accompanying Notice for the approval of the Members of the Company as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in the Resolutions set out at Item Nos. 10 and 11.

Item No. 12

With the promulgation of the Companies Act 2013, together with various Schedules thereto and the Rules made thereunder (collectively referred to as "Act"), in replacement of the Companies Act 1956, it has become necessary to modify the existing Article no. 1, so as to have the effect of bringing various existing Articles, in consonance with the provisions of the Act, to the extent they are repugnant to and / or at variance with the provisions thereof, with reference to the various sections of the Companies Act, 1956 being deemed to be and read as reference to corresponding Sections of the Act, wherever appearing.

The Board recommends the Resolution at Item No. 12 of the Notice for the approval of the Members of the Company as a Special Resolution, in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

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

Sd/-
Ram Mehar Garg
Company Secretary

Place: New Delhi
Date: August 26, 2014



INDIABULLS SECURITIES LIMITED

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

CIN: L74999DL1995PLC069631

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

Website:www.indiabulls.com/securities

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74999DL1995PLC069631

Name of the Company : INDIABULLS SECURITIES LIMITED

Registered Office : M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001.

Website : www.indiabulls.com/securities

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____ Folio No./DP ID No. _____ Client ID No. _____

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Nineteenth Annual General Meeting of the Company, to be held on the Monday, 29th September, 2014 at 10:00 A.M. at Centaur



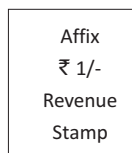
Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	RESOLUTIONS
	ORDINARY BUSINESS
1	Adoption of Financial Statements for the year ended March 31, 2014
2	Confirmation of payment of interim dividends, declared on equity shares for the financial year 2013-14.
3	Re-appointment of Mr. Ashok Kumar Sharma, who retires by rotation.
4	Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors and fixing their remuneration.
	SPECIAL BUSINESS
5	Re-appointment of Mr. Divyesh B. Shah as Whole-time director of the Company
6	Re-appointment of Mr. Ashok Kumar Sharma as Whole-time director of the Company
7	Appointment of Mr. Aishwarya Katoch as an Independent Director
8	Appointment of Mr. Prem Prakash Mirdha as an Independent Director.
9	Appointment of Brig. Labh Singh Sitara as an Independent Director
10	To approve Borrowing limits of the Company
11	Authorisation for creation of Charge on the assets of the Company
12	Alteration in the Articles of Association of the Company

Signed this _____ day of _____, 2014

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



INDIABULLS SECURITIES LIMITED

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

CIN: L74999DL1995PLC069631

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

Website: www.indiabulls.com/securities

ATTENDANCE SLIP

Folio No.* _____

No. of Shares _____

DP ID _____

Client ID _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy _____
(in BLOCK LETTERS)

I hereby record my presence at the Nineteenth Annual General Meeting of the Company held on Monday, 29th September, 2014 at 10:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.

