



Indiabulls Integrated Services Limited

(CIN: L51101HR2007PLC077999)

Registered Office: Plot No. 448-451, Udyog Vihar, Phase-V, Gurugram-122016, Haryana

Website: www.indiabullsin Integrated Services.com, E-mail: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681111

NOTICE

NOTICE is hereby given that the **THIRTEENTH ANNUAL GENERAL MEETING** of the Members of **INDIABULLS INTEGRATED SERVICES LIMITED** will be held on Friday, the 13th day of November, 2020 at 11:00 A.M. ("**AGM**") through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to seek the consent of the shareholders of the Company ("**Members**"), on the agenda herein below through remote electronic voting ("**E-voting**"), pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India, in view of the pandemic situation of novel strain of corona virus COVID-19, in compliance with General Circular No 14/2020 dated April 8, 2020, read with General Circular No 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020 and General Circular No 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, general order no. ROC/Delhi/AGM Ext./2020/11538, issued by Registrar of Companies, NCT of Delhi and Haryana, read with general circular no 28/2020, issued by Ministry of Corporate Affairs ("**MCA Circulars**") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by SEBI ("**SEBI Circular**") and pursuant to applicable provisions of the Companies Act and Rules made thereunder.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2020, and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Manvinder Singh Walia (DIN: 07988213), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for issue of Non-Convertible Debentures and/or Bonds of the Company, on private placement basis:

"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, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the Securities and Exchange Board of India (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") and/or Bonds, secured or unsecured, for cash either at par or premium or discount, under one or more shelf disclosure documents and/or under one or more letters of offer, in one or more tranches /series, from time to time, on private placement basis upto an amount not exceeding Rs. 500 Crore, outstanding at any point of time during a period of one year from the date of passing of this Resolution, which shall be within the overall borrowing limits, as per shareholders' existing authorization.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which NCDs/ Bonds shall be issued, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such other acts, deeds and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors and/or directors and/or officers of the Company, to give effect to the authority of this resolution."

Item No. 4:

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 Integrated Services Limited' to 'Yaarii Digital Integrated Services Limited' and consequential amendment to Memorandum of Association and Articles of Association of the Company:

“RESOLVED THAT to enable the Company to create its unique digital identity through its digital platform “Yaarii”, of which the Company has proprietary rights, and to charter right direction for its continuous focus around promoting digital financial and other solutions and given that Yaarii app, as a digital distribution platform finds resonance as on date with lacs of customers across a range of financial products and to leverage on its brand identity to grow to next frontier, consent of the members of the Company be and is hereby accorded to change the name of the Company from ‘Indiabulls Integrated Services Limited’ to ‘**Yaarii Digital Integrated Services Limited**’, pursuant to the provisions of Section(s) 3, 4, 13 and 14 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, so as to bring the name of the Company in sync with its registered trademark “Yaarii” and Yaarii Digital App. Yaarii app is a fintech marketplace for a bouquet of various financial products including personal loans, life and general insurance, mutual funds etc and currently is in the business of promoting various available financing options for retail customers. Yaarii is a mobile first business available for access anywhere anytime through its Android & iOS Application. Ever since its inception, Yaarii has managed to help retail customers with their personal requirements of various financial products. Yaarii provides its customers a unique in-house proprietary model of credit decisioning, instant knowledge of their borrowing ability & the lenders accordingly interact for credit worthy borrowers for processing disbursements. In a short span, Yaarii has achieved a customer base of over 50 lac customers, who have downloaded Yaarii app & used the platform to get access to the financial products. Yaarii has facilitated digital journey of over 50 lac customers, till date, for their financial needs and over 1 lac customers interact on the Yaarii platform every month. Bajaj Finserv, Dhani, Lendingkart, Cashkumar, Loantap, EarlySalary are amongst the few who are already live on the platform. HDFC Bank, RBL Bank, Tata Capital, Axis Bank, Fullerton, Faircent, NeoGrowth have already been on board on the Yaarii platform and are expected to go live in Q4 of 2020-21. Yaarii is further looking to aggregate marketplace model to other financial products in the investment domain also with a focus on building robotic investment advisory services, and distribution of digital gold, mutual fund, national pension schemes, life and general insurance.

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 ‘Yaarii Digital Integrated Services 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 (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board and/or the persons authorized by the Board/committee) be and is hereby authorized to do all such acts, deeds, matters and things, including without limitation finalization and/or execution and/or filing of any document, form, applications etc that may be required to give effect to the above authorization, in its absolute discretion, without being required to seek any fresh approval of the members of the Company.”

Item No. 5

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for proposed closure of charter business of subsidiary company, Airmid Aviation Services Limited:

“RESOLVED THAT accordance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Directorate General of Civil Aviation, Ministry of Civil Aviation, or any other governmental, regulatory or statutory authorities and such other applicable regulatory and other approvals, consents, as may be required, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company and/or of its wholly owned subsidiary ‘Airmid Aviation Services Limited’ (“Airmid”) (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board and/or the persons authorized by the Board/committee) to divest by way of sale, transfer or disposal of aircraft Bombardier BD-700-1A11 (“Aircraft”), for the closure of charter business of Airmid, at a consideration, which shall not be less than the book value of the Aircraft, to any third party prospective buyer and if no offers are received from any third party, then as a backstop arrangement, to the

promoters/entities promoted by the promoters of the Company ("Promoters"), who have come forward to purchase the Aircraft, in view of continuing sluggish aviation market, ongoing recurring expenses in Airmid and uncertainty around the charter business in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, including without limitation negotiation and finalization of terms and conditions, execution of any document that may be required to give effect to the above authorization, as the Board in its absolute discretion deem fit or necessary without being required to seek any fresh approval of the shareholders of the Company."

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

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

Place: Gurugram
Date: October 22, 2020

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 11th November, 2020 to Friday, 13th November, 2020 (both days inclusive), for annual closing (for Annual General Meeting). The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited ("KFinTech") (formerly known as "Karvy Fintech Private Limited") having their office at Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
2. In view of the outbreak of COVID-19 pandemic, and in compliance to the guidelines and notification issued by the Ministry of Home Affairs, Government of India, and General Circular No 14/2020 dated April 8, 2020, read with General Circular No 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020 and General Circular No 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, general order no. ROC/Delhi/AGM Ext./2020/11538, issued by Registrar of Companies, NCT of Delhi and Haryana, read with general circular no 28/2020, issued by Ministry of Corporate Affairs ("**MCA Circulars**") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by SEBI ("**SEBI Circular**") and pursuant to applicable provisions of the Companies Act, 2013 (the "Companies Act") and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the 13th AGM of the shareholders of the Company is being held through VC / OAVM, without the physical presence of the Members or their proxies at a common venue. Members can attend and participate in AGM through VC / OAVM.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 13th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
5. This AGM Notice, along with the Annual Report 2019-20, is being sent to all the Members, 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 16th October, 2020. In compliance with the aforesaid MCA Circulars and SEBI Circular, AGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFinTech/ Depositories. Members may note that the AGM Notice will also be available on the Company's website www.indiabullsin Integrated services.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFinTech at <https://evoting.karvy.com>. For any communication, the Members may also send a request to the Company at cs.iwsl@indiabulls.com.
6. Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held through VC/ OAVM, pursuant to the applicable MCA Circulars and SEBI Circulars as mentioned hereinabove, physical attendance of Members has been dispensed with, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not

annexed to this AGM Notice.

7. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by KFinTech.
8. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.
9. The Board of Directors of the Company has appointed Ms. Neha Sharma (Membership No.A44741), Proprietor of M/s. Neha S & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to **csneha.sharma2016@gmail.com** with a copy marked to **evoting@kfintech.com**.
11. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

12. AGM through VC/OAVM:

Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members can join the AGM 15 minutes before and after the scheduled time of commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis, in accordance with the MCA Circulars. Instructions for Members for attending the AGM through VC/OAVM are as under:

- i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Private Limited. Members are requested to visit <https://evoting.karvy.com/> and click on the "e-AGM- Video Conference & Streaming" to join the Meeting by using the remote e-voting credentials.
- ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in notes below.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iv. Members who need assistance before or during the AGM may contact Mr. P.S.R.C.H. Murthy, Manager – RIS, KFin Technologies Private Limited at Tel: +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an email request at the email id: murthy.psrch@kfintech.com or evoting@kfintech.com.

13. Procedure for Remote E-voting

In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations, the MCA Circulars and the circulars issued by the SEBI, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on the Resolution set forth in this AGM Notice, through remote e-voting.

- i. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From:	Tuesday, 10th November, 2020 at 10:00 A.M.
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	Thursday, 12th November, 2020 at 05:00 P.M.

- ii. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.
- iii. Details of Website for Remote E-voting: <https://evoting.karvy.com>
- iv. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- v. This AGM Notice is being sent to all the Members, 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 16th October, 2020. Any person who acquires Equity Shares and becomes a Member after 16th October, 2020 and holds shares as on the cut-off date for voting, i.e. 6th November, 2020, may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space> e-voting Event Number + Folio No. or DP ID Client ID to +91- 9212993399
 Example for NSDL: MYEPWD<SPACE> e-voting Event Number + IN12345612345678
 Example for CDSL: MYEPWD<SPACE> e-voting Event Number + 1402345612345678
 Example for Physical: MYEPWD<SPACE> e-voting Event Number + XXXX1234567890
 - b. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call KFinTech’s Toll free number 1800-345-4001.
 - d. Member may send an email request to evoting@kfintech.com. However, KFinTech shall endeavor to send User ID and Password to those new Members whose email IDs are available.
- vi. Details of person(s) to be contacted for issues relating to e-voting:
 Mr. P.S.R.C.H. Murthy, Manager - RIS,
 KFin Technologies Private Limited
 (formerly known as ‘Karvy Fintech Private Limited’)
 [Unit: Indiabulls Integrated Services Limited]
 Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli,
 Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032
 Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-345-4001;
 Fax No.: +91 40 2300 1153/ 2342 0814.
 E-mail: murthy.psrch@kfintech.com or evoting@kfintech.com
- vii. The instructions for remote e-voting are as under:
 - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - c. After entering these details appropriately, click on “LOGIN”.
 - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the EVENT for Indiabulls Integrated Services Limited.
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date for voting i.e. 6th November, 2020 under “FOR/AGAINST” 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 as on the cut-off date.

Pursuant to Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each item of the AGM Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID csneha.sharma2016@gmail.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”.

In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of KFinTech’s website <https://evoting.karvy.com> or e-mail at evoting@kfintech.com or call Toll free No. 1800-345-4001, for any further clarifications.

14. Instructions for Members for Voting during the AGM:

- i. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

15. Procedure for registering the email addresses and obtaining the AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFinTech (in case of Members holding shares in physical form):

- i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company’s Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
- ii. To facilitate Members to receive this AGM Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFinTech are required to provide their email address to KFinTech, on or before 5:00 p.m. (IST) on 10th November, 2020.

16. Process to be followed for Registration of E-mail address:

- A. The process for registration of email address with KFintech for receiving the AGM Notice and login ID and password for e-voting is as under:
 - i. Visit the link: https://ris.kfintech.com/email_registration
 - ii. Select the Company name viz. Indiabulls Integrated Services Limited.
 - iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
 - iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
 - v. Enter your email address and mobile number.
 - vi. The system will then confirm the email address for receiving this AGM Notice.
- B. The process for registration of email address with the Company for receiving the AGM Notice and login ID and password for e-voting is as under:

Members are requested to visit the website of the RTA https://ris.kfintech.com/email_registration and click on “Click here for temporary registration of email-id of Members for AGM 2020” and follow the process as mentioned on the landing page to receive the AGM Notice and Voting Instructions.

- i. After successful submission of the email address, KFintech will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFintech.
- ii. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFintech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

17. Submission of Questions / Queries prior to AGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company’s investor email-id at cs.iwsl@indiabulls.com at least 3 (three) days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, Members’ questions will be answered only if they hold the shares as on the cut-off date i.e. 6th November, 2020.
- b. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab “Post Your Queries Here” to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the AGM.

18. Speaker Registration before AGM:

- a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com> and click on “Speaker Registration” during this period. Members shall be provided with a “queue number” before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/ queries etc., in advance as provided in Note No. 17 above.
- b. Members will be provided with the facility to attend the AGM through VC/OAVM through KFintech’s e-voting system and they may access the same at <https://emeetings.kfintech.com> by clicking “e-AGM- Video Conference & Streaming” and join the Meeting by using the remote e-voting credentials. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the AGM Notice.

19. General Instructions/Information for Members for voting on the Resolution at the AGM:

- a. Members who are present at the AGM through VC/ OAVM facility and have not cast their votes on the Resolution through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFintech during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting.

- b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e 6th November, 2020. Members are eligible to cast their vote either through remote e-voting or in the AGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this AGM Notice for information purposes only.
- c. The Scrutinizer after scrutinizing the votes through remote e-voting and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company and the website of KFinTech: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares are listed.

- d. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. 13th November, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs.iwsl@indiabulls.com. The same will be replied by the Company suitably.
 21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s KFin Technologies Private Limited for assistance in this regard.
 22. Information containing the names and the last known addresses of the persons entitled to receive the unclaimed dividend amount lying in the account as referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website www.indiabullsinTEGRATEDservices.com and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the RTA of the Company, before the unclaimed dividends are transferred to the IEPF Account.
 23. Shareholders may please note that the unpaid/unclaimed Interim dividend for FY 2012-13 has been transferred to the 'Investor Education and Protection Fund' after expiry of 7 years, from the date of transfer of such unpaid dividend to its unpaid dividend account or within such extended time, as permitted by the Ministry of Corporate Affairs. Further, in terms of the Companies Act, 2013 read with applicable Rules, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, have also been transferred by the Company to the 'Investor Education and Protection Fund'.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the ordinary/special business mentioned at Item Nos. 2 to 5 of the accompanying Notice dated October 22, 2020.

Item No. 2:

In accordance with the provisions of the Companies Act, 2013, and in terms of the Articles of Association of the Company, Mr. Manvinder Singh Walia (DIN: 07988213), Executive Director, is liable to retire by rotation at the Thirteenth Annual General Meeting of the Company, and being eligible has offered himself for re-appointment.

Brief Profile of Mr. Manvinder Singh Walia (DIN: 07988213), Executive Director, is as under:

Mr. Manvinder Singh Walia, aged about 48 years, has been working as Executive Director of the Company since December 8, 2017. He has over 25 years of industry experience and brings deep operational knowledge and first-hand experience in shaping the business strategy, operations etc. Mr. Walia has a rich and varied experience of building and scaling up insurance and SME lending businesses, during which he held regional and national level roles within sales, credit and collections. He has exposure to all aspects of insurance products and its sales and marketing, business development, resource mobilization, credit control, retail banking operations, collections etc. Prior to Indiabulls in 2007, he worked with Standard Chartered Bank and last held position was Zonal Head (SME) at Standard Chartered Bank, where he was responsible for development of business plan for south region, and also monitoring DSR productivity, portfolio behavior. He also worked with Apple Finance for couple of years and was responsible for business generation and branch management, responsible for credit appraisal of proposals. Mr. Walia’s continuity as Director, designated as Executive Director of the Company, would lend stability to Company’s overall operations and business growth.

Mr. Walia holds a master’s degree in business administration. He does not hold any shares in the Company and is not related to any other Director/KMP of the Company. He does not draw any remuneration from the Company. The number of meetings attended by Mr. Walia during the financial year ended 31st March, 2020, is mentioned in Corporate Governance Report, forming part of the Annual Report 2019-20 of the Company.

Mr. Walia is also on the Board of Company’s subsidiary Indiabulls General Insurance Limited. He is member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Issuance Committee and Reorganization Committee and also Chairman of Management Committee and Risk Management Committee of the Company. He is also Chairman of Management Committee and Allotment Committee and Member of Investment Committee of Indiabulls General Insurance Limited.

Keeping in view his experience in planning, management and administration capabilities and to ensure the continuity of guidance from him, the Board recommends the resolution as set out at Item No. 2 of this Notice, for the approval by the shareholders, as an Ordinary Resolution to re-appoint Mr. Manvinder Singh Walia, as a Director, liable to retire by rotation. Except Mr. Walia, none of the Directors and KMPs of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

Item No. 3:

To fund its existing and new business ventures and proposed life and general insurance businesses, the Company may in future be required to borrow funds from different sources including by way of issuance of Non-Convertible Debentures (“NCDs”) and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares). NCDs represent a very cost-effective source of funding and a reliable means of diversification of funding sources. A diversified funding profile affords the Company multiple avenues of borrowing which from a cost and liquidity perspective are often complementary to one another enabling the Company to run a cost effective and efficient funding programme. NCDs and Bonds provide access to the widest set of investors and thus the deepest pools of funding. NCDs can be raised from domestic debt investors such as mutual funds, insurance companies, pension and provident funds, banks; Domestic retail NCDs can be raised from regular individuals and also High Net-worth Individuals (HNI’s).

The shareholders of the Company at their last Annual General Meeting held on September 30, 2019 had authorized the Company to issue Non-Convertible Debentures (NCDs) and/or Bonds, however since, in accordance with the applicable laws, the said authorization was valid for one year from the date of approval i.e. up to September 29, 2020, approval of Members is being sought, as an enabling authorization, for issue of Non-Convertible Debentures (NCDs) and/or Bonds, in one or more tranches /series from time to time on private placement, as set out in the resolution, upto an amount not exceeding Rs. 500 Crore, outstanding at any point of time during the period of one year from the date of passing of the resolution, and such NCDs or Bonds taken together with other borrowings of the Company shall be within the overall borrowing limits, as per shareholders’ existing authorization.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 3 of this Notice, for the approval of the Members of the Company, pursuant to and in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4:

The Company has proprietary rights of digital platform and app “Yaarii”. Yaarii app is a fintech marketplace for a bouquet of various financial products including personal loans, life and general insurance, mutual funds etc and currently is in the business of promoting various available financing options for retail customers. Yaarii is a mobile first business available for access anywhere anytime through its Android & iOS Application. Ever since its inception, Yaarii has managed to help retail customers with their personal requirements of various financial products. Yaarii provides its customers a unique in-house proprietary model of credit decisioning, instant knowledge of their borrowing ability & the lenders accordingly interact for credit worthy borrowers for processing disbursements. In a short span, Yaarii has achieved a customer base of over 50 lac customers, who have downloaded Yaarii app & used the platform to get access to the financial products. Yaarii has facilitated digital journey of over 50 lac customers, till date, for their financial needs and over 1 lac customers interact on the Yaarii platform every month. Bajaj Finserv, Dhani, Lendingkart, Cashkumar, Loantap, EarlySalary are amongst the few who are already live on the platform. HDFC Bank, RBL Bank, Tata Capital, Axis Bank, Fullerton, Faircent, NeoGrowth have already been on board on the Yaarii platform and are expected to go live in Q4 of 2020-21. Yaarii is further looking to aggregate marketplace model to other financial products in the investment domain also with a focus on building robotic investment advisory services, and distribution of digital gold, mutual fund, national pension schemes, life and general insurance.

Considering Yaarii existing & future digital customer base and huge potential in digital business, going forward the Company intends to pursue its substantial existing and future businesses, including proposed insurance business, digitally under the brand Yaarii, through its Yaarii app, without any physical branches. Yaarii will use its reach to millions customers to sell, service & cater the insurance products of Company’s subsidiaries, as and when these products become available. This will be done through intuitive product UI with smart product recommendations & hassle free claims process.

Further, the management believes that in today’s digital world, it is pertinent for the Company to create its unique digital identity through its digital platform “Yaarii”, of which the Company has proprietary rights, and to charter right direction for its continuous focus around promoting digital financial and other solutions and given that Yaarii app, as a digital distribution platform, finds resonance as on date with lacs of customers across a range of financial products, it’s imperative to leverage on its brand identity to grow the Company to next frontier.

Therefore in order to bring the name of the Company in sync with its registered trademark “Yaarii” and Yaarii Digital App, it is proposed to change the name of the Company to ‘**Yaarii Digital Integrated Services Limited**’. The availability of the proposed name ‘Yaarii Digital Integrated Services Limited’ has been confirmed by the concerned Office of Registrar of Companies, Ministry of Corporate Affairs, Government of India. The proposed new name would better reflect the underlying business proposition of the Company. The proposed name will also allow Company’s operations to have a unique recognition and for its customers to make a distinction when seeking the products offered / to be offered by the Company and its subsidiaries through Yaarii.

In compliance with the applicable legal requirements, approval from the shareholders of the Company, by way of a Special Resolution, is being sought for effecting change in the Company’s name and consequential alteration in its Memorandum and the Articles of Association. Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice, for the approval by the shareholders, as a Special Resolution.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 5:

In the current economic scenario, and situation arising due to COVID19 pandemic, both domestic and international air travel has been halted and/or restricted by the Indian authorities, which has led to airlines operators incurring huge losses. Even after resumption of operations, charter demand remained muted as people are wary of traveling. As a result, several operators are requiring less number of aircrafts and sending their leased aircrafts back to lessors. The situation remains grim for charter business operators in India. The recurring costs of charter business of Company’s subsidiary Airmid Aviation Services Limited (“**Airmid**”) are negatively impacting the cash flows of Airmid, as no charter has happened in last 6 months, leading to no revenues, whereas maintenance cost and other recurrent overhead & operating expenses are being incurred /