



Yaarii Digital Integrated Services Limited

(formerly Indiabulls Integrated Services Limited)

(CIN: L51101HR2007PLC077999)

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

Website: www.yaari.com, E-mail: cs.iwsl@indiabulls.com,

Tel: 0124-6681199, Fax: 0124-6681111

NOTICE

NOTICE is hereby given that the **FOURTEENTH ANNUAL GENERAL MEETING** of the Members of **Yaarii Digital Integrated Services Limited** (formerly Indiabulls Integrated Services Limited) will be held on Thursday, the 30th day of September, 2021 at 4:30 P.M. ("**AGM**") through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), in view of the pandemic situation of novel strain of corona virus ("**COVID-19**") and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and Rules made thereunder, to seek the consent of the shareholders of the Company ("**Members**"), on the agenda herein below.

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, 2021, and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Ajit Kumar Mittal (DIN: 02698115), Non-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 the appointment of Mr. Kubeir Khara (DIN: 03498226) as Executive Director and Key Managerial Personnel of the Company, designated as Chief Executive Officer, for a period of five years with effect from January 1, 2021:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Kubeir Khara (DIN: 03498226), be and is hereby appointed as a director, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the appointment of Mr. Kubeir Khara (DIN: 03498226), as Executive Director and Key Managerial Personnel of the Company, designated as Chief Executive Officer, for a period of five years with effect from January 1, 2021, presently at a remuneration, as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice, subject however that the remuneration to be paid shall be as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company (the Board) from time to time, during his said tenure, which shall be within the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including modification of terms and conditions of his appointment and/or remuneration, as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid authorization, without being required to seek any fresh approval from the members of the Company."

Item No. 4:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for re-appointment of Mr. Praveen Kumar Tripathi, a retired IAS and Ex-Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), 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 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Praveen Kumar Tripathi, a retired IAS and Ex-Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), who was appointed as an Independent Director of the Company w.e.f. March 28, 2019, and whose existing term will expire on March 27, 2022, be and is hereby re-appointed as an Independent Director of the Company for a second term of three years from March 28, 2022 up to March 27, 2025 AND THAT he shall not be liable to retire by rotation."

Item No. 5:

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 Non-Convertible Securities) Regulations, 2021, 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. 6

To consider and, if thought fit to pass the following resolution as a Special Resolution, for change in the name of the Company to 'Yaari Digital Integrated Services Limited' and consequential amendment to Memorandum of Association and Articles of Association of the Company:

"RESOLVED THAT in order to reflect the name of the Company in sync with its digital platform and logo "Yaari", launched by the Company to provide a social commerce marketplace for a bouquet of curated consumer products, of which the Company has proprietary rights, and to charter right direction for its continuous focus around promoting digital platform businesses, consent of the members of the Company be and is hereby accorded, 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 confirmation of availability of the proposed name by the concerned Office of Registrar of Companies, Ministry of Corporate Affairs, Government of India and the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, to change the name of the Company to **'Yaari Digital Integrated Services Limited'**, by just removing the one additional "i" from the existing prefix Yaarii,. Yaari app is a social commerce marketplace for a bouquet of curated consumer products including, but not limited to, Fashion, Beauty and Personal care and electronics etc. 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 customers with their personal requirements of various financial products and is now venturing into business to fulfil customers' personal requirements in terms of consumer goods.

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 'Yaari 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."

By Order of the Board of Directors
For **Yaarii Digital Integrated Services Limited**

Sd/-
Priya Jain

Company Secretary
(Membership No. A19925)

Place: Gurugram
Date: September 6, 2021

NOTES:

1. 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.
2. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") Securities and

Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID-19 pandemic" (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM"/ "Meeting" / e-AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

The Company has made arrangements through KFin Technologies Private Limited (KFin/KFintech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and for conducting of the e-AGM.

3. Pursuant to the provisions of Section 105 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 pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, 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.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OAVM are requested to send to the Company a certified true copy of the Board Resolution at nishantmittal1995@gmail.com with a copy marked to evoting@kfintech.com authorizing a representative to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 14th AGM.
8. 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.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 27, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of 14th AGM of the Company.
10. The Company has appointed Mr. Nishant Mittal, (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountants, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
12. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
13. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, the unclaimed dividend of ₹ 2,50,376/- pertaining to the Financial Year 2012-13 got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 42,766 equity shares pertaining to the Financial Year 2012-13 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
14. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/ un-claimed dividend to IEPF are provided on the website of the Company at www.yaari.com.

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the those Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time. The details of the unclaimed dividends are available on the Company's website at www.yaari.com and IEPF authority's website at www.iepf.gov.in.

15. In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA, read with circulars no. 14/2020 dated April 8, 2020, no. 17/2020 dated April 13, 2020 and no. 02/2021 dated January 13, 2021, Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

As physical copies of the Annual Report 2020-21 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 14th AGM Notice are available on the Company's website at www.yaari.com and 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.kfintech.com>, for those members whose email ids are not registered with the Company/KFin.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' appended to this 14th AGM Notice as well as available on the Company's website under the heading "Investors > AGM 2020-21" by the name "E-Communication Registration Form". Alternatively, those shareholders who have not yet registered their email address are requested to get their email addresses registered with their DP or RTA at the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for electronic and Physical folios respectively.

16. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

17. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences **Monday, September 27, 2021 at 10.00 A.M. and ends on Wednesday, September 29, 2021 at 5.00 P.M.**
- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, September 23, 2021**.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com - Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. - On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” - Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services - To register click on link : https://eservices.nsdl.com - Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/ - Click on the icon “Login” which is available under ‘Shareholder/Member’ section. - A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. - Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. - On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. - Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL - Visit URL: www.cdslindia.com - Provide your demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - 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 the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVEN" i.e., 'Yaarii Digital Integrated Services Limited AGM' and click on "Submit".
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id nishantmittal1995@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at cs.iwsl@indiabulls.com Questions /queries received by the Company till September 28, 2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from September 27, 2021 to September 28, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from September 27, 2021 to September 28, 2021.

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. PSRCH Murthy, Manager – RIS, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 23, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice and 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 August 27, 2021. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. 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 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
- VII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.yaari.com and Service Provider's website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

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 6 of the accompanying Notice dated September 6, 2021.

Item No. 2: Ordinary Resolution, for appointment of Mr. Ajit Kumar Mittal (DIN: 02698115), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment

Mr. Ajit Kumar Mittal, aged 62 years, is on the Board of the Company since December 8, 2017. He has rich and varied experience of around 3 decades in regulatory, governance, compliances, risk management, business strategy and finance sector, by virtue of his close involvement with the growth and evolution of India's financial sector. Mr. Mittal worked for more than twenty years at the Reserve Bank of India (RBI) at middle and senior management positions and has been at the forefront of macroeconomic and financial sector issues. As General Manager of the Banking Supervision in RBI, he was responsible for monitoring and surveillance of country's banking system for five years. Mr. Mittal was closely involved in coordination with various financial markets, e.g. debt, money, forex and capital market. Mr. Mittal also worked as Financial Sector Advisor to Qatar Central Bank during the 2006-07. Mr. Mittal is associated with Indiabulls group since 2007 and handling risk management, regulatory, governance and compliance issues in the financial services business, besides being involved in the overall business strategy and has proven execution skills.

The main terms and conditions of appointment of Mr. Ajit Kumar Mittal, as Non-Executive Director of the Company are as under:

Period	N.A.
Nature	Director, liable to retire by rotation
Designation	Non-Executive Director
Remuneration	NIL
Performance and Related Incentive	NIL
Sitting fees	NIL

During the FY 2020-21, no remuneration was paid to Mr. Ajit Kumar Mittal.

Mr. Mittal is a Masters of Arts in Economics and a Master of Science in Business Administration with Academic Excellence from University of Illinois, U.S.A. He does not hold any shares in the Company and is not related to any other director/ Key Managerial Personnel of the Company and is not debarred or disqualified from being continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Number of board meetings attended by Mr. Mittal during FY 2020-21, is provided in Corporate Governance Report, forming part of the Annual Report 2020-21.

He is also a director on the Board of Indiabulls Housing Finance Limited, Indiabulls Life Insurance Company Limited, Indiabulls Trustee Company Limited, Indiabulls Commercial Credit Limited, Indiabulls Asset Reconstruction Company Limited, Dhani Loans and Services Limited and Transerv Limited.

Mr. Ajit Kumar Mittal is Chairman of Stakeholders' Relationship Committee of the Company; of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of Indiabulls Asset Reconstruction Company Limited and of Customer Grievance Committee and Risk Management Committee of Indiabulls Housing Finance Limited and of Integrated Risk Management Committee of Dhani Loans and Services Limited. He is member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Compensation Committee and Risk Management Committee of the Company; of Audit Committee and Corporate Social Responsibility Committee of Dhani Loans and Services Limited.

Mr. Ajit Kumar Mittal (DIN: 02698115), a Non-Executive Director, is retiring by rotation and being eligible, has offered himself for re-appointment, as a Director liable to retire by rotation. Accordingly, keeping in view his excellent leadership and guidance skills, vast professional experience in diversified fields including regulatory, compliance, finance, business administration, risk management etc, 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.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing his re-appointment, none of the Promoters, Directors and Key Managerial Personnel (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. 3: Special Resolution for the appointment of Mr. Kubeir Khara (DIN: 03498226) as Executive Director and Key Managerial Personnel of the Company, designated as Chief Executive Officer, for a period of five years with effect from January 1, 2021

Mr. Kubeir Khara (DIN: 03498226), was appointed by the Board as an Executive Director and Key Managerial Personnel, designated as CEO of the Company, for a period of 5 years with effect from January 1, 2021. Being an additional director appointed by the Board, Mr. Khara holds his office as such upto the date of ensuing AGM and therefore, consent of the Members is required for his appointment as a Director, liable to retire by rotation, and also for his appointment as an Executive Director and Key Managerial Personnel, designated as CEO of the Company, for a period of 5 years with effect from January 1, 2021, at a remuneration, as may be recommended by the N&R Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time. Keeping in view his vast experience and

managerial skills and his dedicated involvement and association with the 'Yaari' platform from its inception, including conceptualizing, launch, transition and expansion along with implementing innovative plans, the Board, basis the recommendation of the Nomination and Remuneration Committee, recommends his appointment as director, liable to retire by rotation and as an Executive Director and Key Managerial Personnel of the Company, designated as Chief Executive Officer, as set out at Item No. 3 of this Notice, for the approval of the Members of the Company by way of a Special Resolution.

Brief Profile of Mr. Kubeir Khara (DIN: 03498226), CEO & Executive Director, is as under:

Mr. Kubeir Khara, aged 39 years, is a distinguished & committed professional with rich & varied experience of over 14 years in brand-building, marketing & sales across advertising, financial services and real estate sectors. Mr. Khara is associated with the 'Yaari' platform from its inception, including conceptualizing, launch, transition and expansion along with implementing innovative plans for accomplishment of targets and through his keen insights and extensive cross-functional experience, he has developed a deep understanding of digital businesses. Yaari app is a social commerce marketplace for a bouquet of curated consumer products including, but not limited to, Fashion, Beauty and Personal care and electronics. Yaarii is a mobile first business available for access anywhere anytime through its Android & iOS Application. Under the able guidance and leadership of Mr. Khara, in a short span since its inception, Yaarii has managed to help customers with their personal requirements of various financial products and is now venturing into business to fulfil customers' personal requirements in terms of consumer goods.

Mr. Khara holds a B.Tech. degree in Electronics & Communication Engineering and an MBA in Marketing. He has been associated with Indiabulls Group for over last 13 years at middle and senior management positions. With cross-functional experience in strategizing and executing on corporate vision, Mr. Khara has successfully demonstrated track record in overcoming complex business challenges and delivering on high-impact decisions. He played an instrumental role in maximizing revenue growth despite intensely competitive environment and massive headwinds for the last few years. Prior to joining Indiabulls, he was responsible for business development and communication for a leading MNC in India.

The main terms and conditions for appointment of Mr. Khara, as CEO & Executive Director and Key Managerial Personnel of the Company, are as under:

Period	5 (five) years with effect from January 1, 2021
Nature	Liable to retire by rotation
Designation	CEO & Executive Director
Remuneration	Rs. 1 crore per annum, excluding stock options, subject to an upward revision, as may be recommended by N&R Committee and approved by the Board.
Stock-based Employee Benefits	Stock options or SARs or other share based benefits, in terms of the ESOP / ESBS Schemes of the Company.
Sitting fees	Nil

He is also a director on the Board of YDI Consumer India Limited, Devata Tradelink Limited, Vindhyaachal Developers Limited, Kaltha Developers Limited, Karakoram Properties Limited and Shivalik Properties Limited. He does not hold membership in any of Committee constituted by any Company. Mr. Khara does not hold any equity shares in the Company and is neither related to any other director or key managerial personnel of the Company nor is debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. Number of board meetings attended by Mr. Khara during FY 2020-21, is provided in Corporate Governance Report, forming part of the Annual Report 2020-21.

The actual remuneration payable/to be paid to Mr. Khara, from time to time during his tenure, shall be subject to overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time. Since Mr. Khara is associated with the 'Yaari' platform since its inception, including conceptualizing, launch, transition and expansion, to ensure continuity of guidance and benefits of his management and operational skills, pursuant to the recommendation by the Nomination & Remuneration Committee and in terms of the provisions of Section 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, shareholders' approval, by way of Special Resolution, is being sought for his appointment as an Executive Director and Key Managerial Personnel, designated as CEO, of the Company, for a period of 5 years with effect from January 1, 2021, and for payment of remuneration to him. The Board accordingly recommends, passing of Special Resolution, as set out at Item No. 3 of this Notice, for the approval of the Members of the Company.

Except the proposed appointee, in resolution set out at Item No. 3 of this Notice, proposing his re-appointment, none of the Promoters, Directors and Key Managerial Personnel (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. 4: Special Resolution, for re-appointment of Mr. Praveen Kumar Tripathi, a retired IAS and Ex-Chief Secretary, Govt. of NCT Delhi (DIN: 02167497), as an Independent Director:

The current term of Mr. Praveen Kumar Tripathi (DIN: 02167497), a retired IAS and Ex-Chief Secretary, Govt. of NCT Delhi, as Independent Director of the Company, shall come to an end on March 27, 2022, and his re-appointment for a second term of three years w.e.f. March 28, 2022, is recommend for the approval by the shareholders at the ensuing 14th Annual General Meeting. Keeping in view his excellent leadership skills, guidance abilities and vast professional experience in diversified fields including management, administration, regulatory, public policy matters etc., upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (Board) had recommended re-appointment of Mr. Praveen Kumar Tripathi, as Independent Director of the Company for a second term of 3 (three) years w.e.f. March 28, 2022.

Brief Profile of Mr. Praveen Kumar Tripathi is as under:

Mr. Praveen Kumar Tripathi, aged about 68 years, is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and center level such as Principal Secretary to Chief Minister, Govt of NCT Delhi; Chief Secretary – Govt of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc.

He has also been on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times.

Mr Tripathi is a post graduate in political science from Allahabad University and a Gold Medalist for securing highest marks in political science at under-graduate level in the University.

The main terms and conditions of re-appointment of Mr. Praveen Kumar Tripathi, as Independent Director of the Company, w.e.f. March 28, 2022, are as under:

Period	3 years w.e.f. March 28, 2022
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Remuneration	Apart from Sitting Fees – NIL
Performance related Incentive	Apart from Sitting Fees – NIL
Sitting Fees	Presently Rs. 50,000 per board meeting

Mr. Tripathi is also a director on the Board of Indiabulls Real Estate Limited, Dhani Services Limited, JBM Auto Limited and Indiabulls General Insurance Limited. He is member of Risk Management Committee of the Company and of Indiabulls Real Estate Limited and of Audit Committee of JBM Auto Limited and of CSR Committee of Dhani Services Limited. He is Chairman of Audit Committee, Nomination & Remuneration Committee, Compensation Committee, Stakeholders Relationship Committee, Risk Management Committee of Dhani Services Limited.

He does not hold any equity shares in the Company and is neither related to any other director or key managerial personnel of the Company nor is debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. Number of board meetings attended by Mr. Tripathi during FY 2020-21, is provided in Corporate Governance Report, forming part of the Annual Report 2020-21.

The Company had received declaration from Mr. Tripathi that he meets the criteria of independence, as provided in Section 149(6) of the Companies Act, 2013 (the Act). He has also provided his consent to act as Independent Director of the Company and other declaration/disclosures as prescribed under the Companies Act. In the opinion of the Board, and based on the Board's evaluation, Mr. Tripathi fulfils the conditions specified in the Act and Rules made thereunder and SEBI LODR Regulations for his appointment as Independent Director of the Company, and further that he is independent of the management of the Company. The proposed re-appointment would also be in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI LODR Regulations relating to the appointment of Independent Directors.

The Board had approved re-appointment of Mr. Praveen Kumar Tripathi as Independent Director of the Company, not liable to retire by rotation, for a second term of three years w.e.f. March 28, 2022, and recommends the resolution as set out at Item No. 4 of this Notice, for the approval by the shareholders, as Special Resolution.

Except the proposed appointee, in resolution set out at Item No. 4 of this Notice, proposing his re-appointment, none of the Promoters, Directors and Key Managerial Personnel (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: Special Resolution, for issue of Non-Convertible Debentures and/or Bonds of the Company, on private placement basis:

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 November 13, 2020 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 November 12, 2021, 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. 5 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. 5 of this Notice.

Item No. 6: Special Resolution, for change in the name of the Company to 'Yaari Digital Integrated Services Limited' and consequential amendment to Memorandum of Association and Articles of Association of the Company:

In order to charter right direction for its continuous focus around promoting digital platform businesses and to grow to next frontier, in March 2021, the Company launched 'Yaari' app which is a social commerce marketplace for a bouquet of curated consumer products. It enables small businesses and individuals ("resellers") to start their business online via social channels such as WhatsApp, Facebook, Instagram etc. It is an online reselling app which will empower individuals to start their own online business from home with zero investment. Yaari app will have a variety of products to choose from, that the resellers can resell among their social contacts. The app is designed to easily allow manufacturers and suppliers list their products online and make a viable alternate channel to market their products Pan India. The resellers then leveraging the power of existing social networks, will market these products to their contacts and thereby supplementing their income through the platform. The app also provides aspiring entrepreneurs, especially women, the ease to start an online business from home by taking away risk of inventory management, payments and even order fulfilment.

Yaari app coupled with digitally connected Bharat, will accelerate the growth of online commerce and create an ecosystem that enables income support for aspiring Indians. Yaari is further looking to aggregate marketplace model to other online commerce verticals.

In order to reflect the name of the Company in sync with its digital platform and logo "Yaari", subject to the confirmation of availability of the proposed name by the concerned Office of Registrar of Companies, Ministry of Corporate Affairs, Government of India and the applicable approvals, Board of Directors of the Company has considered it appropriate to change the name of the Company to 'Yaari Digital Integrated Services Limited' by just removing the one additional "i" from the existing prefix Yaarii. The proposed new name would better reflect the underlying business proposition of the Company, as the different spellings of "Yaari" in Company's name and its app and logo creates confusion amongst the Company's stakeholders, vendors and customers etc.

The text of the certificate obtained from M/s AGK & Company, Chartered Accountants, as required under sub-regulation 3 of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is reproduced below:

QUOTE:

TO WHOMSOEVER IT MAY CONCERN

Sub: Proposed change in name of Yaarii Digital Integrated Services Limited (the Company) pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")

Dear Sir,

In connection with the proposed change in name of the Company from 'Yaarii Digital Integrated Services Limited' to 'Yaari Digital Integrated Services Limited', pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), we, M/s AGK & Company, Chartered Accountants, do hereby confirm and state that:

Compliance of conditions stated at Regulation 45(1) of the SEBI LODR Regulations:

a) a time period of at least one year has elapsed from the last name change:

The last change of name of the Company was from 'Indiabulls Integrated Services Limited' to 'Yaarii Digital Integrated Services Limited', pursuant to the fresh certificate of incorporation dated November 25, 2020, issued by Registrar of Companies, NCT of Delhi & Haryana. Therefore, for ensuring the compliance of regulation 45(1)(a) of the SEBI LODR Regulations, as represented by the Company management, the change of name of the Company shall be made effective on or after November 26, 2021, however in the interest of time the shareholders' approval is being sought at their ensuing AGM.

b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activities, suggested by the new name:

In March 2021, the Company launched 'Yaari' app which is a social commerce marketplace for a bouquet of curated consumer products. In order to reflect the name of the Company in sync with its digital platform and logo "Yaari", subject to all applicable approvals, the Board of Directors of the Company has considered it appropriate to change the name of the Company to 'Yaari Digital Integrated Services Limited' by just removing the one additional "i" from the existing prefix Yaarii, subject to all applicable approval(s) and necessary compliances(s), as the different spellings of "Yaari" in Company's name and its app and logo creates confusion amongst the Company's stakeholders, vendors and customers etc.

Since there is no change in business activities of the Company and only the spelling of the prefix of name is being changed by just removing the one additional "i" from the existing prefix Yaarii to more appropriately reflect the correct spelling of its logo and digital platform "Yaari" in its name, the conditions stipulated in Regulation 45(1) (b) & (c) of the SEBI LODR Regulations are not applicable on the Company.

*Thanking you,
For **AGK & Company**
Chartered Accountants*

Atul Kumar Khandelwal
*Partner
M. No. : FCA 524030
Firm Registration No.: 016332C
UDIN: 21524030AAAAV3708*

*Date: September 4, 2021
Place: New Delhi*

UNQUOTE:

The Company shall ensure the compliance of said Regulation 45 before effecting /implementing the proposed change of name. However, in compliance with the applicable legal requirements, the requisite prior enabling 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. 6 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 set out at Item No. 6 of this Notice.

By Order of the Board of Directors
For **Yaarii Digital Integrated Services Limited**

Place: Gurugram
Date: September 6, 2021

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

E-COMMUNICATION REGISTRATION FORM

To,
KFintech Technologies Private Limited
Unit: Yaarii Digital Integrated Services Limited
Selenium Tower B, Plot No. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Toll free No. 1800 309 4001
E-mail: einward.ris@kfintech.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date:	

Notes:

1. On registration/ updation, all the communications will be sent to the registered e-mail Id. The form is also available on the website of the Company at www.yaari.com under the heading "Investors > AGM 2020-21" by the name "E-Communication Registration Form".
2. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
3. Members are requested to keep their depository participants/Company's Registrar- KFintech Technologies Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given here-in-above is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.