

**NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of IL&FS Financial Services Limited will be held on Wednesday, June 28, 2017 at 9.00 am at The IL&FS Financial Centre, Plot No C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business:

**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the audited Standalone and Consolidated Balance Sheet of the Company as at March 31, 2017 and the Statement of Profit & Loss for the year ended on that date together with the Report of the Directors and the Auditors thereon
- (2) To declare dividend on Equity Shares and Non – Convertible Redeemable Cumulative Preference Shares for the financial year 2016-2017
- (3) To appoint a Director in place of Mr Hari Sankaran (DIN: 00002386), who retires by rotation, and being eligible, offers himself for re-appointment
- (4) To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and such other applicable provisions of the Companies Act, 2013 and Rules made there under, the appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide Registration No 117366W/W-100018, as the Statutory Auditors of the Company including its branches, if any, be and is hereby ratified and approved to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between the Statutory Auditors and the Board of Directors of the Company”



**IL&FS Financial Services Limited**

The IL&FS Financial Centre, 3<sup>rd</sup> Floor, Plot C-22, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, INDIA

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(CIN U65990MH1995PLC093241)

**SPECIAL BUSINESS:**

- (5) To consider and if thought fit to pass with or without modification(s) the resolution for issuance of Non-Convertible Debentures on private placement basis as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the relevant provisions of the Articles of Association of the Company and in compliance with such other provisions of law as may be applicable, approval of the members be and is hereby accorded to authorise the Board of Directors of the Company (including its Committee(s) constituted/ to be constituted for the purpose), to offer or invite subscription for Secured and/or Unsecured, Listed and/or Unlisted redeemable Non-Convertible Debentures and/or Sub-ordinated debt instruments and/or Bonds, or such other securities /instruments, in one or more series/tranches, aggregating upto ₹ 46.08 bn on private placement basis, on such terms and conditions as the Board of Directors/Committee of Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

- (6) To consider and if thought fit to pass with or without modification(s) the resolution for issuance of Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 42, 55 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder as may be amended from time to time and in accordance with the Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 3,33,334 - Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of ₹ 7,500/- each at a premium of ₹ 7,500/- per preference share aggregating to ₹ 500,00,10,000/- on a Private Placement basis on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting”



**“RESOLVED FURTHER THAT** in accordance with the provisions of Section 43 of the Act and the Rules framed there under:

- the NCRCPs shall be non-participating in the surplus funds
- the NCRCPs shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital
- the NCRCPs shall carry voting rights as per the provisions of Section 47 (2) of the Act
- the NCRCPs shall be redeemable
- the holders of NCRCPs shall be paid dividend on a cumulative basis”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board of Directors be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this respect including but not limited to :

- execute all such deeds, documents, applications and file forms and documents in this connection
- authorise officials of the Company to act for and on behalf of the Company in this regard
- take such steps to resolve all questions incidental to issue and allotment of NCRCPs in its absolute discretion without any further approval of the Members of the Company and the decision of the Board shall be final and conclusive”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as may be deemed fit”

**By Order of the Board of Directors  
For IL&FS Financial Services Limited**

**Regd Office:**

**IL&FS Financial Services Limited**

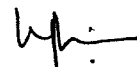
CIN : U65990MH1995PLC093241

The IL&FS Financial Centre

Plot No C-22, G Block

Bandra Kurla Complex

Bandra (East), Mumbai 400 051



**Neelam Desai**

**Company Secretary**

**Membership No: A9503**

Date: April 25, 2017

Place: Mumbai

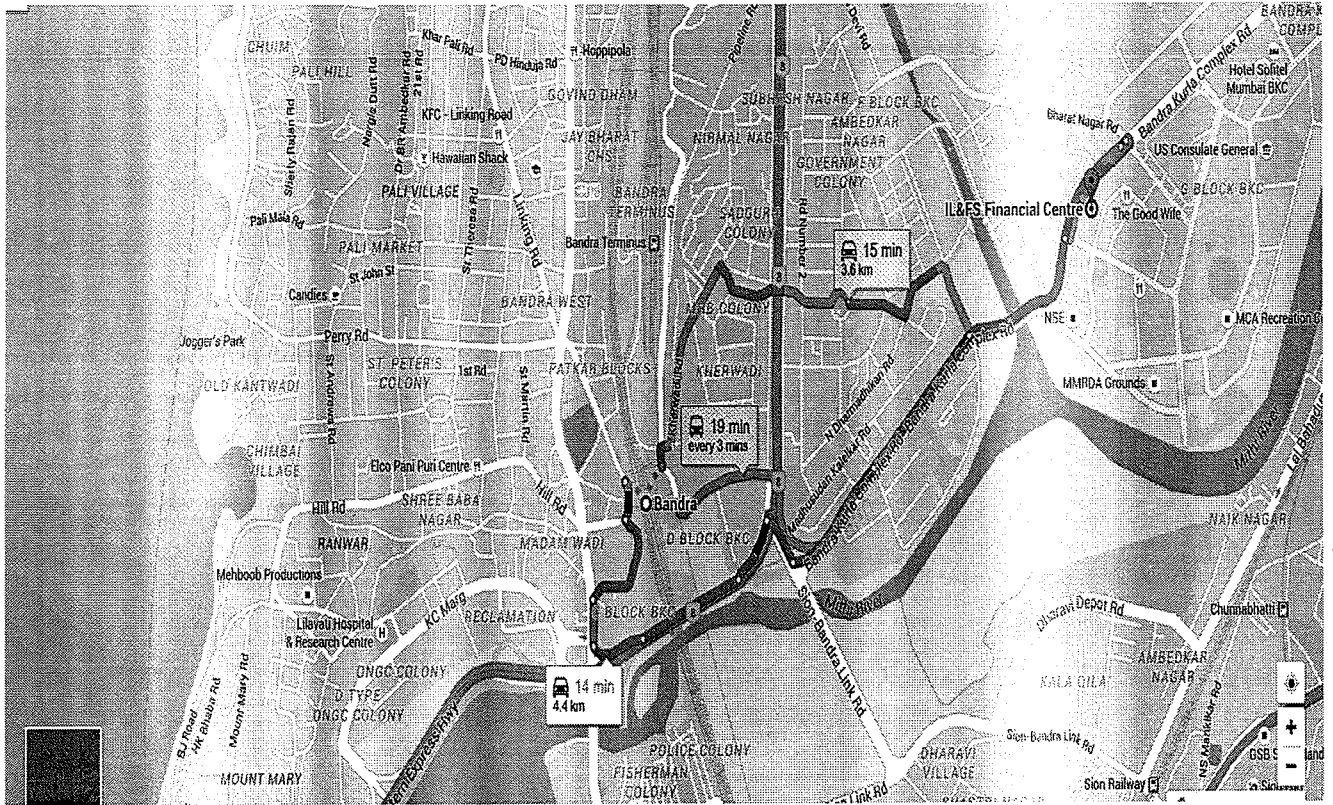
**NOTES:**

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING
- (b) Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights
- (c) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting
- (d) The Explanatory Statement in respect of Item No 5 & 6 pursuant to Section 102 of the Companies Act, 2013 is annexed herewith
- (e) Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the Meeting
- (f) Members who hold shares in dematerialised form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the Meeting
- (g) The dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched to those members whose names appear on the Company's Register of Equity Shareholders on June 28, 2017
- (h) In terms of the Private Placement Offer Letter dated March 29, 2016, with respect to Non-convertible Redeemable Cumulative Preference Shares (NCRCPs) issued, the Record Date for payment of dividend on the NCRCPs is July 17, 2017. The dividend on the NCRCPs, if declared at the Meeting, will be paid to all the NCRCPs holders whose names shall appear on the Company's Register of Preference Shareholders on July 17, 2017
- (i) Members are requested to notify any change in their address/bank account details to:
  - (i) their Depository Participants (DPs) in respect of shares held in the Demat Form, and
  - (ii) the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number
- (j) For the purpose of receiving any communication from the Company, Members are requested to register their e-mail address or any changes therein with:

- (i) their Depository Participants (DPs) in respect of shares held in the Demat Form, or
- (ii) the Company at its Registered Office



- (1) Road map to reach to the venue of the Meeting from the nearest railway stations is provided below :



The following Explanatory Statement set out the material facts as required under Section 102 of the Companies Act, 2013

**Item No 5 :**

As per Section 42 of the Act read with the Rules framed there under, a Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCD") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, during the period of one year from the date of passing of the resolution at Item No. 5, within the overall borrowing limits of the Company, as approved by the Members from time to time

The Directors recommend the resolution for approval of the Members of the Company

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution set out at Item No. 5 above

**Item No 6 :**

As per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules') framed there under, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis is required to obtain the prior approval of the Members, by way of a Special Resolution for each of the offers and invitations

The Board of Directors of the Company ("Board") at its Meeting held on March 09, 2016 and the Shareholders of the Company at its EGM held on March 11, 2016 had pursuant to provisions of Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder, inter-alia, approved an issue, offer and allotment of upto 5,00,000 Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of face value of ₹ 7,500/- each at a premium of ₹ 7,500/- per NCRCP aggregating to ₹ 750 crores on private placement basis

Pursuant to the above, the Company had issued, offered and allotted 1,66,666 Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Face Value of ₹ 7,500/- each at a premium of ₹ 7,500/- per NCRCP aggregating to ₹ 2,499,990,000/-

The approval of the Members is being sought, by way of a Special Resolution, to offer and issue the balance 3,33,334 NCRCPs of ₹ 7,500/- each at a premium of ₹ 7,500/- per preference share aggregating to ₹ 500,00,10,000/- and to allot the NCRCPs on a private placement basis



A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	Upto 3,33,334 Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs) of face value of ₹ 7,500/- each at a premium of ₹ 7,500/- per NCRCPs. aggregating to ₹ 500,00,10,000/-
(b)	Offer period	As may be determined by the Board
(c)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	(a) Cumulative (b) Non-participating (c) Non – Convertible and Redeemable
(d)	the objectives of the issue	(a) To meet the General Corporate purposes (b) To meet the long-term fund requirements of the Company
(e)	the manner of issue of shares	Private Placement
(f)	the price at which such shares are proposed to be issued	As may be determined by the Board
(g)	the basis on which the price has been arrived at;	The price will be arrived at based on the total size of the Issue and limitations on the number of investors being a private placement offer
(h)	Credit Rating	To be rated by CARE or any other rating Agency
(i)	Listing	To be listed on BSE Ltd
(j)	Rate of dividend and terms thereof	As may be determined by the Board
(k)	Tenure of NCRCPs	As may be determined by the Board
(l)	Redemption of shares at premium	As may be determined by the Board
(m)	the manner and modes of redemption	Redemption in accordance with Section 55 of the Act
(n)	the expected dilution in equity share capital upon conversion of preference shares.	Not applicable as the shares are Non-Convertible
(o)	Minimum Subscription	As may be determined by the Board



The current shareholding pattern of the Company is as follows:

Sr No	Particulars	Total Number of shares	Number of shares in demat form	Total Shareholding as % of total no of equity shares
<b>Equity Shares of Face Value of ₹ 10 each</b>				
1	Infrastructure Leasing & Financial Services Limited (IL&FS)	265,666,855	265,666,855	100
2	Others	700	NIL	-
<b>A</b>	<b>Total Equity Shares</b>	<b>265,667,555</b>	<b>265,666,855</b>	<b>100</b>
<b>Non Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Face Value of ₹ 7,500 each</b>				
3	Public	1,66,666	1,66,666	100
<b>B</b>	<b>Total Preference Shares</b>	<b>1,66,666</b>	<b>1,66,666</b>	<b>100</b>

The issue of NCRCPs is in accordance with the provisions of the Articles of Association of the Company. There is no default in the redemption or payment of dividend on preference shares

The Directors recommend the resolution at Item No 6 above, for the approval of the Members of the Company

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution set out at Item No. 6 above





**Brief Profile of Mr Hari Sankaran retiring by rotation and seeking re-appointment at the Annual General Meeting**

Age	56 years
Qualification	(a) Bachelor of Arts (Economics), (b) Master of Science (Economics) - London School of Economics & Political Science
Experience	Mr Hari Sankaran is the Vice Chairman & Managing Director of Infrastructure Leasing & Financial Services Limited (IL&FS) and has been associated with IL&FS for over two decades. Mr Sankaran has been instrumental in shaping IL&FS as a premier institution in infrastructure sector  Mr Sankaran's in-depth knowledge and foresight of Indian economy has enabled the IL&FS Group in executing large and complex mandates in financial services as well as infrastructure space
Terms and conditions	As per existing terms and in accordance with the provisions of the Companies Act, 2013
Date of first appointment on Board	October 26, 2006
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	-
No of meetings of Board attended during the year	5
Other Directorships	(a) Infrastructure Leasing & Financial Services Ltd (b) IL&FS Energy Development Co Ltd (c) IL&FS Education & Technology Services Ltd (d) IL&FS Environmental Infrastructure and Services Ltd (e) IL&FS Transportation Networks Ltd (f) Gujarat International Finance Tec-City Co Ltd (g) Road Infrastructure Development Co of Rajasthan Ltd (h) IL&FS Investment Managers Ltd (i) Andhra Pradesh Urban Infrastructure Asset Management Limited (j) Elsamex S.A. (k) Land Registration Systems, Inc, Philippines (l) IL&FS Africa Infrastructure Development company Limited



Membership/Chairmanship of committees of other Boards*	Name of the Company	Particulars
	Infrastructure Leasing & Financial Services Ltd	Corporate Social Responsibility Committee (Member)
	IL&FS Energy Development Co Ltd	Corporate Social Responsibility Committee (Chairman)
		Audit Committee (Member)
		Nomination & Remuneration Committee (Member)
	IL&FS Education & Technology Services Ltd	Nomination & Remuneration Committee (Chairman)
	IL&FS Environmental Infrastructure and Services Ltd	Nomination & Remuneration Committee (Member)
	IL&FS Transportation Networks Ltd	Nomination & Remuneration Committee (Member)
	Road Infrastructure Development Co of Rajasthan Ltd	Nomination & Remuneration Committee (Member)
	IL&FS Investment Managers Ltd	Nomination & Remuneration Committee (Member)
		Corporate Social Responsibility Committee (Member)
	Andhra Pradesh Urban Infrastructure Asset Management Limited	Nomination & Remuneration Committee (Member)

\* For the purpose of this disclosure, Chairmanship/Membership of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Indian Public Companies have been considered

**By Order of the Board of Directors  
For IL&FS Financial Services Limited**

**Regd Office:**

**IL&FS Financial Services Limited**


CIN : U65990MH1995PLC093241

The IL&FS Financial Centre

Plot No C-22, G Block

Bandra Kurla Complex

Bandra (East), Mumbai 400 051



**Neelam Desai**

**Company Secretary  
Membership No: A9503**

Date: April 25, 2017

Place: Mumbai

**IL&FS FINANCIAL SERVICES LIMITED**

(CIN U65990MH1995PLC093241)

**Registered Office:** The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051  
CIN: U65990MH1995PLC093241

Name of the member(s):  
Registered address:  
E-mail id:  
Folio No/Client Id:  
DP ID:

I/We \_\_\_\_\_ of \_\_\_\_\_ being the  
Member(s) of IL&FS FINANCIAL SERVICES LIMITED hereby appoint

- (1) Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
- (2) Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
- (3) Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the .....  
Annual General Meeting of the Company, to be held on the ..... day of ..... at  
.....am/pm at \_\_\_\_\_ (place) and at any adjournment thereof in respect of such resolutions  
as are indicated below:

Resolution No

- (1) .....  
(2) .....  
(3) .....

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature \_\_\_\_\_

Affix  
Revenue  
Stamp



This form duly completed and signed must be deposited at the Registered Office of the  
Company not less than 48 hours before the Meeting

**IL&FS FINANCIAL SERVICES LIMITED**

**Registered Office:** The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051  
CIN: U65990MH1995PLC093241

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting hall)  
Twenty Second Annual General Meeting held on \_\_\_\_\_

I hereby record my presence at the Twenty Second Annual General Meeting of the Company held on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_ am at The IL&FS Financial Centre, Plot No C-22, \_\_\_\_\_ G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment thereof

Full name of the Member (in BLOCK LETTERS) \_\_\_\_\_

Full name of the Proxy (in BLOCK LETTERS) \_\_\_\_\_

Member's/ Proxy's Signature \_\_\_\_\_

