

IL&FS Financial Services Limited

The IL&FS Financial Centre	T +91 22 2653 3333
3rd Floor, Plot C-22, G-Block	F +91 22 2653 3149
Bandra Kurla Complex	W www.ilfsfin.com
Bandra East	
Mumbai 400 051	
INDIA	

(CIN U65990MH1995PLC093241)

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the Members of IL&FS Financial Services Limited will be held on Friday, August 26, 2016 at 9.00 am at its registered office at The IL&FS Financial Centre, Plot No C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following businesses as a special businesses:

(I) Issuance of Non-Convertible Debentures/ Bonds on private placement basis:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in furtherance to the earlier resolution passed on June 29, 2016, 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 (including Rupee Denominated Bonds), or such other securities /instruments, in one or more series/tranches for an additional amount upto ₹ 50 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”



(2) Raising of External Commercial Borrowings (ECBs) upto USD 500 million equivalent:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 180 (1) (c) 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 including RBI Guidelines on ECB issued from time to time, 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 avail external commercial borrowings (ECB) up to USD 500 million equivalent, for its long term fund requirements and general corporate purposes, from financial institutions, banks, multilateral financial agencies, mutual funds, body corporate, firms, associations of persons or such other entities as approved by the RBI from time to time, through a Rupee Denominated Bond (“Masala Bond” or “RDB” or “Debenture”) route, in one or more tranches, on such terms and conditions and in such manner as the Board may, in its absolute discretion think fit

“RESOLVED FURTHER THAT the Board of Directors of the Company (its Committee(s) constituted/ to be constituted / persons authorized by the Board for the purpose) be and are 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, *inter-alia* including but not limited to the following, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as it may in its absolute discretion deem fit:

- (a) Appoint or Engage debenture trustees, depositories, registrar to the issue, lead managers, bankers, underwriters, custodians, legal counsels or solicitors, advisors, guarantors and other intermediaries and to remunerate all such agencies including the payment of commissions, brokerage, fees or payment of their remuneration for their services or the like on such terms and conditions as the Board may deem fit
- (b) Seek the listing of debentures on one or more stock exchanges including international stock exchanges
- (c) Seek credit rating from agencies, including international credit rating
- (d) Execute necessary documents for all the transactions contemplated therein including Trust Deed, Trustee Agreement, Information Memorandum and other agreements, instruments, indentures, deeds, declarations, power of attorney, letters, writings and other documents (whether financing, security or otherwise) in relation to the debentures or the documents, as the Board may deem fit

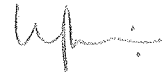


- (e) Enter into any arrangement with any agency or body authorised by the Company for the issue of debentures in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practice and regulations, and under the forms and practices prevalent in securities markets
- (f) Create such mortgage / charges in respect of the aforesaid debentures either on *pari passu* basis or otherwise or in the borrowing of loans as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members in this regard

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

Regd Office:

The IL&FS Financial Centre
3rd Floor, Plot No C-22, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
CIN :U65990MH1995PLC093241
Website : www.ilfsifin.com
Tel No : 022 26593333
Fax No : 022 2659 3149



Company Secretary

Date: July 29, 2016

Place: Mumbai

Item No 2:

As per Section 42 of the Act read with the Rules framed thereunder, a Company offering or making an invitation to subscribe to securities 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 securities during the year. The Reserve Bank of India (RBI) had issued guidelines to enable Indian Corporates to raise external commercial borrowing through issuance of Rupee Denominated Bonds

The Rupee Denominated Bonds offer various benefits to the Company, few amongst them are diversification of borrowing portfolio, access to the international market, cost effectiveness etc

Pursuant to the above, the Company intends to issue, Rupee Denominated Bonds / Debentures ("Masala Bonds or RDB or Debentures") upto rupee equivalent of USD 500 million for its long term fund requirements and general corporate purposes on such terms and conditions as the Board may deem fit, in the interest of the Company

The above issue would be within the overall borrowing limits approved by the Members at the Annual General Meeting of the Company held on June 29, 2016

The approval of the Members is therefore being sought by way of a Special Resolution, to enable the Company to avail external commercial borrowings (ECB) up to USD 500 million equivalent through a Rupee Denominated Bond route and do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above

The Directors recommend the Special Resolution at Item No 2 of the accompanying Notice, 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

Regd Office:

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



Company Secretary

Date: July 29, 2016

Place: Mumbai

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

Name of the member(s): Registered address: E-mail id: Folio No/Client Id: DP ID:
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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
Extra-Ordinary 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 _____, 2016

Signature _____

Affix Revenue Stamp

Note: This form duly completed and signed must be deposited at the Registered Office of the
Company 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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)
Extra Ordinary General Meeting held on _____

I hereby record my presence at the Extra Ordinary 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 _____

