

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 Monday, November 27, 2017 at 9.00 am at a shorter notice, 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 business as a special business:

(1) Appointment of Joint Statutory Auditor:

To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), M/s. BSR & Associates LLP, Chartered Accountants, be and are hereby appointed as the Joint Statutory Auditors of the Company”

“**RESOLVED FURTHER THAT** M/s. BSR & Associates LLP, Chartered Accountants, shall be entitled to hold the office of the Joint Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them”

“**RESOLVED FURTHER THAT** the Board of Directors and / or Committee of Directors be and are 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 it may deem appropriate and to file such documents, forms, etc, as may be required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit”

(2) Alteration of Articles of Association of the Company:

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 Section 5 and 14 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to insert a new clause 71A, in the Articles of Association of the Company as detailed below:



IL&FS Financial Services Limited

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

+91 (22) 2653 3333 | +91 (22) 2653 3149 | www.ilfsfin.com

(CIN U65990MH1995PLC093241)

71A The Board or Committee(s) thereof have power to Consolidation & Re-issue of Debt Securities
consolidate or reissue securities including debentures, bonds or any debt instrument issued and /or to be issued from time to time, upon such terms and conditions and in such manner and for such consideration as the Board or Committee(s) thereof shall consider beneficial for the Company

“RESOLVED FURTHER THAT the Board of Directors and / or Committee of Directors be and are 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 it may deem appropriate and to file such documents, forms, etc, as may be required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit”

**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 2659 3333
Fax No : 022 2659 3149



**Neelam Desai
Company Secretary**

Date: November 7, 2017
Place: New Delhi

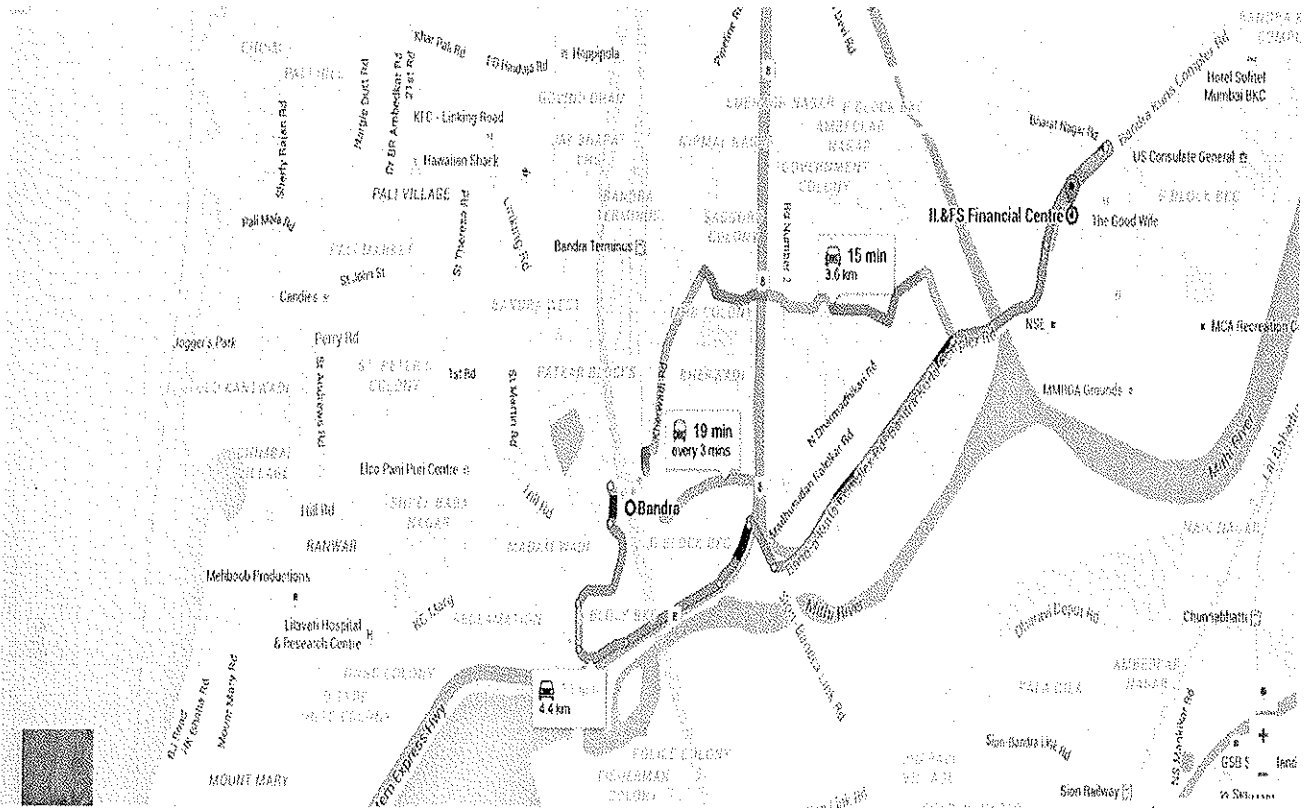


NOTES:

- (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) The relative Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto
- (c) Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the Meeting
- (d) Members who hold shares in dematerialized form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the meeting
- (e) 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
- (f) Members are requested to notify any change in their address to:
 - (i) their Depository Participants (DPs) in respect of shares held in the Demat Form, and
 - (ii) the Secretarial Department of the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number
- (g) 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



- (h) Pursuant to the provisions of the Companies Act, 2013/Companies Act, 1956, there is no unpaid/unclaimed dividend for the period of past seven years
- (i) Road map to reach to the venue of the Meeting from the nearest railway stations is provided below :



EXPLANATORY STATEMENT

The following Explanatory Statement set out the material facts as required under Section 102 (1) of the Companies Act, 2013 (the Act)

Item No 1:

Section 139(2) of the Companies Act, 2013 has mandated all Listed Companies and certain class of companies to mandatorily rotate their auditors once their auditor has served office as an auditor for a period of 10 or more consecutive years. A moratorium period of 3 years from the date of enforcement of Companies Act, 2013 was provided to comply with the requirement to rotate their auditors. Accordingly, beginning April 1, 2017, all Companies who are required to rotate their auditors under the Act, will have to rotate their existing auditors, if the existing auditors have held office for a period of 10 years or more

M/s Deloitte Haskins & Sells LLP has been the Company's Statutory Auditor since FY 2009, and their term as auditors of the Company would accordingly expire at the conclusion of the Annual General Meeting to be held in the year 2018

In order to ensure smooth transition upon expiry of the term of M/s Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company and seamless integration of the new Auditor with the systems and processes of the Company, it is proposed to appoint M/s. BSR & Associates LLP as the Joint Statutory Auditor of the Company along with M/s Deloitte Haskins & Sells LLP upto the conclusion of the ensuing Annual General Meeting. This would enable adequate handholding to the new Auditor before they take over as the Statutory Auditor for the next fiscal

The appointment of the Joint Statutory Auditor is not mandated by law, but it is being proposed as a voluntary measure to provide adequate hand holding period to the new Auditor

M/s. B S R & Associates LLP, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under the Companies Act, 2013

The Board of Directors recommend the Ordinary Resolution at Item No 1 of the accompanying Notice for the approval of the Members of the Company

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 1 of the Notice

Item No 2:

Pursuant to the requirements of the provisions of SEBI Circular dated June 30, 2017 (No. CIR/IMD/DF-1/ 67 /2017), Companies issuing Debt Securities on Private Placement Basis, are required to provide an enabling clause in the Articles of Association of the Company to carry out consolidation and re-issue of Debt Securities



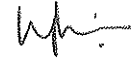
The Board of Directors recommend the Special Resolution at Item No 2 of the accompanying Notice for the approval of the Members of the Company

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 2 of the Notice

**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 2659 3333
Fax No : 022 2659 3149



**Neelam Desai
Company Secretary**

Date: November 7, 2017
Place: New Delhi



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:

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 _____, 2017

Signature _____

Affix
Revenue
Stamp

Note: 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

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 _____