

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of IL&FS Financial Services Limited will be held on Tuesday, September 25, 2018 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:
 - (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
- (2) To confirm the payment of interim dividend as final dividend on Non – Convertible Redeemable Cumulative Preference Shares for the financial year 2017-18
- (3) To appoint a Director in place of Mr Vibhav Kapoor (DIN: 00027271), who retires by rotation, and being eligible, offers himself for re-appointment
- (4) To appoint Statutory Auditors and to fix their remuneration:

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, as amended from time to time, M/s B S R & Associates LLP, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide Registration No 116231W/W-100024, be and are hereby appointed as the Statutory Auditors of the Company including its branches, if any, in place of the retiring Auditors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty eighth Annual General Meeting to be held in the year 2023, , at such remuneration and on such terms and conditions, as may be mutually agreed between the Board of Directors of the Company and the Auditors

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

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(CIN U65990MH1995PLC093241)

SPECIAL BUSINESS:

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

Re-appointment of Mr Ramesh Bawa as the Managing Director & Chief Executive Officer of the Company:

“RESOLVED THAT as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, (“the Act”) and the rules made thereunder read with Schedule V of the Act, or any amendment or modification or re-enactment thereof and subject to other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr Ramesh C Bawa (DIN : 00040523) as the Managing Director & Chief Executive Officer of the Company for a period of 5 years with effect from June 15, 2018, on the following terms and conditions, with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment so as to not exceed the remuneration limits specified in Schedule V to the Companies Act, 2013, in such manner as may be agreed to between the Board of Directors and Mr Ramesh C Bawa:

“RESOLVED FURTHER THAT the Company does reimburse to the Infrastructure Leasing and Financial Services Limited (IL&FS) the deputation charges in respect of the services being rendered to the Company by Mr Ramesh Bawa in the capacity of the Managing Director & Chief Executive Officer of the Company”

- (I) Consolidated Salary: In the bandwidth of ₹ 35,00,000/- to ₹ 55,00,000/- per month with annual increments as may be decided by the Board of Directors or Nomination and Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as ‘the Board’) from time to time
- (II) Perquisites
- (a) Housing: The Company shall provide the Managing Director & Chief Executive Officer with semi furnished accommodation. In case no accommodation is provided, he shall be entitled to House Rent Allowance as per the Rules of the Company
- (b) Allowances: The Managing Director & Chief Executive Officer shall be entitled to Allowances as per the Rules of the Company or as may be approved by the Board from time to time
- (c) Medical Reimbursement: Expenses incurred for the Managing Director & Chief Executive Officer and his family subject to a ceiling of one month’s consolidated salary in a year. He shall be entitled for reimbursement of unclaimed medical expenses for any particular year(s), until the expiry of his tenure of appointment
- (d) Leave Travel Concession: For the Managing Director & Chief Executive Officer and his family once in a year to any destination in India by air and/or rail/ road, subject to deduction of Income Tax at source, as applicable subject to a ceiling of one month’s consolidated salary in a year. In the event that the Managing Director & Chief Executive Officer is unable to undertake the travel, he shall be entitled to a lump sum allowance once a year, subject to deduction of tax at source as applicable, as per Rules of the Company

- (e) Club Fees: Fees of clubs subject to a maximum of three clubs. This will not include life membership fees
- (f) Personal Accident Insurance: As per the Rules of the Company or as may be approved by the Board from time to time
- (g) Mediclaim Insurance: For Managing Director & Chief Executive Officer and his family, for an amount upto ₹ 25,00,000 or as may be approved by the Board from time to time

Explanation: For the purpose of (c), (d) and (f), "Family" means spouse, dependent children and dependent parents

- (h) Car: The Managing Director & Chief Executive Officer shall be provided a chauffeur driven car for use on Company's business. The use of car for private purposes will be billed to him by the Company as per the rules of the Company
- (i) Utility: The Managing Director & Chief Executive Officer shall get reimbursement of utility bills at actuals

Explanation: The expenditure incurred by the Company on electricity, shall be valued as per the provisions of Income Tax Act, 1961

- (j) Telephone/ Fax: The Managing Director & Chief Executive Officer shall be provided with telephone(s)/ fax at his residence. Personal long distance calls will be billed by the Company to him as per rules of the Company
- (k) Retirement Benefits: Contribution to Provident Fund, Gratuity Fund and Superannuation Fund as per the rules of the Company. Gratuity payable will not exceed one month's salary for each completed year of service. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act
- (l) Leave Encashment: Encashment of leave, as per the Rules of the Company, subject to deduction of tax at source, as applicable. This will also not be included in the computation of the ceiling on perquisites

(III) Performance Related Pay/ Incentive: Such remuneration by way of performance based rewards/ incentives, in addition to the above salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and the rules framed thereunder, including amendments thereto

(IV) Minimum Remuneration: Notwithstanding anything to the contrary herein contained where, in any financial year, during the currency of tenure of the Managing Director & Chief Executive Officer, the Company has no profits or its profits are inadequate, remuneration by way of salary, performance based rewards/ incentive and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Sections 197 and 198 of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Act, whichever is lower, unless otherwise determined by the Board, subject to approval of the Central Government, if required

(V) General Conditions:

- (a) The total remuneration payable to the Managing Director & Chief Executive Officer along with other Whole-time Directors of the Company, if any, shall not exceed 10% of the net profits during any financial year. In case there is no other Whole-time Director, the total remuneration payable to the Managing Director & Chief Executive Officer shall not exceed 5% of the net profits during any financial year
- (b) The Managing Director & Chief Executive Officer shall not be liable to retire by rotation
- (c) The Managing Director & Chief Executive Officer shall not be entitled for sitting fees for attending meetings of the Board of Directors or Committees thereof
- (d) The Managing Director & Chief Executive Officer shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act

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

Appointment of Ms Renu Challu as an Independent Director:

“RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and 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) Ms Renu Challu (DIN: 00157204), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 27, 2017 and who holds office till the date of twenty third AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose Ms Renu Challu as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years i.e, up to September 26, 2022”

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

Issuance of Non-Convertible Debentures on private placement:

“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 ₹ 34.83 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”

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

Issuance of Non – Convertible Redeemable Cumulative Preference Shares (NCRCPs):

“RESOLVED THAT pursuant to the provisions of Section 42, 43, 47, 55, 62, 123, 179 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 Memorandum and 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 Members 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 aggregating to ₹ 250,00,05,000/-, as provided herein below, on a Private Placement basis in such form, manner, within such period, and upon such terms and conditions, to such persons or persons, whether or not they are members of the Company, as the Board may in its absolute discretion deem fit and proper”

“RESOLVED FURTHER THAT the particulars of offer(s) in accordance with but not limited to the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014 shall be as 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 no voting rights other than to the extent specified under Section 47 (2) of the Companies Act, 2013
- 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

- decide timing, rate(s) of dividend, allotment, dematerialization and other terms and conditions of issue of NCRCPs and to make such modifications and alterations from time to time as it deems fit in the terms and conditions of issue of NCRCPs
- 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
- 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

Sd/-

**Neelam Desai
Company Secretary
Membership No: A9503**

Date: August 29, 2018

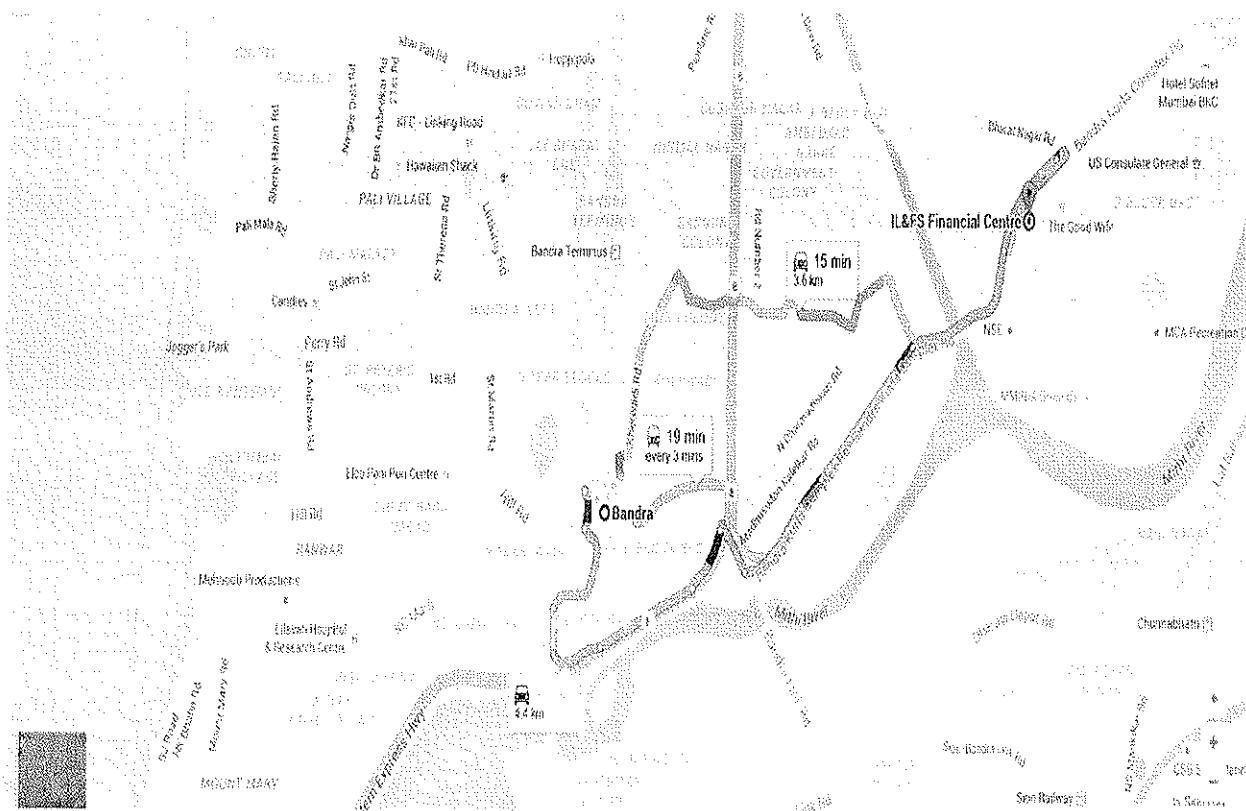
Place: Mumbai

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 dematerialized form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the Meeting
- (g) 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
- (h) 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
- (i) 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

(CIN U65990MH1995PLC093241)

(j) 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 of the Companies Act, 2013

Item No 5:

The Board of Directors of the Company at its Meeting held on May 6, 2016, had re-appointed Mr Ramesh Bawa (DIN: 00040523) as Managing Director & CEO of the Company till he attains the age of 65 years i.e June 14, 2018. As per Section 196(3)(a) and Schedule V of the Companies Act, 2013, the age limit for an Executive Director is 70 years and therefore he is eligible for reappointment

The Nomination and Remuneration Committee and the Board of Directors at its Meetings held on May 28, 2018, had subject to the approval of the Members of the Company, approved reappointment of Mr Ramesh Bawa on the terms and conditions as set out at Item No 5 above

Mr Ramesh C Bawa, aged 65 years, holds a Post Graduate Diploma in Personnel Management & Industrial Relations as well as a Post Graduate degree in Political Science. Mr Bawa has rich experience of more than three decades in the Banking and Financial Services Sector and has built up a strong and effectual relationship with Banks/ Financial Institutions at the domestic and international level. His focused vision, professional approach and the zeal to grow and expand constantly has helped the Company to develop different business product lines within the financial services vertical and has converted them into sustainable revenue generating segments.

Mr Ramesh C Bawa holds Directorship in the following Companies:

Sr No	Names of the Companies	Designation
1	IL&FS Financial Services Limited	Managing Director & CEO
2	IL&FS Maritime Infrastructure Company Limited	Director
3	IL&FS Tamil Nadu Power Company Limited	Director
4	IL&FS Investment Managers Limited	Managing Director
5	IL&FS Energy Development Company Limited	Director
6	IL&FS Securities Services Limited	Director
7	IL&FS Capital Advisors Limited*	Director
8	IL&FS Infra Asset Management Limited	Director
9	Andhra Pradesh Urban Infrastructure Asset Management Limited	Director
10	Land Registration Systems, INC., Philippines	Director
11	Elsamex S.A.	Director
12	IL&FS Global Financial Services Pte Ltd, Singapore	Director
13	IL&FS Global Financial Services (UK) Ltd., London	Director
14	IL&FS Global Financial Services (ME) Limited, Dubai	Director
15	IL&FS Global Financial Services (HK) Limited, Hongkong	Director
16	IL&FS India Realty Fund LLC	Director
17	IL&FS India Realty Fund II LLC	Director
18	Tara India Fund III, LLC	Director
19	K2 Property Limited, Mauritius	Director
20	Yatra Capital Limited, Jersey	Director
21	Saffron India Real Estate Fund I, Mauritius	Director
22	Tara India Fund IV, LLC	Director

* Under Voluntary Liquidation

Mr Ramesh C Bawa is Member in the following Committees:

Sr No	Name of the Company	Nature of Committee	Chairman / Member
1	IL&FS Financial Services Limited	Corporate Social Responsibility Committee	Member
2	IL&FS Infra Asset Management Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
3	IL&FS Securities Services Limited	Nomination & Remuneration Committee	Member
4	IL&FS Tamil Nadu Power Company Limited	Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
5	Andhra Pradesh Urban Infrastructure Asset Management Limited	Audit Committee	Member

Mr Ramesh C Bawa holds no shares in the Company and has attended all Meetings of the Board of the Company held during the financial year 2017 - 18

The Board of Directors commends the resolution set out at Item No 5 above for approval of the Members

Except Mr Ramesh Bawa, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the resolution set out at Item No 5 above

Item No 6:

Based on the recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors have appointed Ms Renu Challu as an Additional Independent Director of the Company with effect from September 27, 2017

The Company has received notice in writing from a member, under Section 160 of the Act, proposing the candidature of Ms Renu Challu for the office of Director of the Company

Ms Renu Challu is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Ms Renu Challu that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act

In the opinion of the Board and in consideration of the declaration received from Ms Renu Challu, she fulfils the conditions for her appointment as an Independent Director as specified in the Act and also meets the requirements of "Fit and proper" criteria as prescribed by the RBI

Brief profile of Ms Renu Challu is as under:

Name of Director	Age	Qualification	Experience
Ms Renu Challu	66	MA Economics	Ms Renu Challu is an associate of the Indian Institute of Bankers. She has served in the State Bank of India (SBI) Group for about 39 years. She was designated as Deputy Managing Director in SBI

Ms Renu Challu holds Directorship in the following Companies:

Sr No	Names of the Companies	Designation
1	Schaeffler India Limited	Independent Director
2	NCC Limited	Independent Director
3	Ceinsys Tech Limited	Additional Director
4	Minda Industries Limited	Independent Director
5	SMS Limited	Independent Director
6	Fullerton India Credit Company Limited	Independent Director
7	Fullerton India Home Finance Company Limited	Independent Director
8	Reliance Nippon Life Insurance Company Limited	Independent Director
9	Netafim Agricultural Financing Agency Private Limited	Independent Director

Ms Renu Challu is Member in the following Committees:

Sr No	Name of the Company	Nature of Committee	Chairman/Member
1	Schaeffler India Limited	Audit Committee	Chairperson
		Stakeholders Relationship Committee	Chairperson
		Corporate Social Responsibility Committee	Member
2	NCC Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Nomination & Remuneration Committee	Chairperson
3	Fullerton India Credit Company Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
4	Fullerton India Home Finance Company Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
5	SMS Ltd	Nomination & Remuneration Committee	Member
6	Minda Industries Limited	Audit Committee	Member
7	Reliance Nippon Life Insurance Company Limited	Audit and Compliance Committee	Member
		CSR Committee	Member
		Nomination & Remuneration Committee	Member
8	Netafim Agricultural Financing Agency Private Limited	Audit Committee	Member

Ms Renu Challu does not hold any equity shares of the Company and has attended 4 Meetings of the Board of the Company held during the financial year 2017 – 18

Considering Ms Challu's vast experience, her appointment would be beneficial to the Company. The Board recommends the resolution in relation to appointment of Ms Renu Challu as an Independent Director for the approval by the Members of the Company

The terms and conditions for appointment of an Independent Director would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working days. The same is also available on the website of the Company (www.ilfsifin.com)

Except Ms Challu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No 6

Item No 7:

As per Section 42 of the Act read with the Rules framed there under, a Company offering or making an invitation to subscribe to securities including Non-Convertible Debentures (NCDs) 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 with respect to issuance of NCDs during the year

The approval of the Members is being sought by way of a Special Resolution 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 7, 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 7 above

Item No 8:

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 NCRCPs 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 NCRCPs 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 aggregating to ₹ 250,00,05,000/- 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, Rule 14 of the Companies (Prospectus and Allotment of Securities) 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 aggregating to ₹ 250,00,05,000/-
(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)	name and address of the valuer who performed valuation	Not Applicable
(i)	Consideration	Cash
(h)	Instrument form	In dematerialized form
(i)	Credit Rating	To be rated by CARE or any other rating Agency
(j)	Listing	To be listed on BSE Ltd
(k)	Rate of dividend and terms thereof	As may be determined by the Board
(l)	Tenure of NCRCPs	As may be determined by the Board
(m)	Redemption of shares at premium	As may be determined by the Board
(n)	The manner and modes of redemption	Redemption in accordance with Section 55 of the Act
(r)	The expected dilution in equity share capital upon conversion of preference shares.	Not applicable as the shares are Non-Convertible
(s)	The class or classes of persons to whom the allotment is proposed to be made	The issuance of NCRCPs is proposed to be made to such person or persons, whether or not they are Members of the Company by way of duly addressed Private Placement Offer Letter
(o)	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The offers shall be made to outside investors and none of the promoters, directors or key managerial personnel shall subscribe the issue of NCRCPs
(p)	Principle terms of assets charged as securities	As may be determined by the Board
(q)	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	% to Total Capital
Equity Shares of Face Value of ₹ 10 each				
1	Infrastructure Leasing & Financial Services Limited (IL&FS)	265,666,855	265,666,855	100
2	Others	700	NIL	-
A	Total Equity Shares	265,667,555	265,666,855	100

Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Face Value of ₹ 7,500 each				
3	Public	1,66,666	1,66,666	100
B	Total Preference Shares	1,66,666	1,66,666	100

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 8 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. 8 above

**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

Sd/-

Neelam Desai
Company Secretary
Membership No: A9503

Date: August 29, 2018
Place: Mumbai

Brief Profile of Mr Vibhav Kapoor retiring by rotation and seeking re-appointment at the Annual General Meeting

Age	62 years	
Qualification	Master's in Business Administration	
Experience	Mr Kapoor is involved in various initiatives of the IL&FS Group. His knowledge of the business and industrial environment has helped the Company in managing risks involved in the mandates undertaken by the Company	
Terms and conditions	In accordance with the provisions of the Companies Act, 2013	
Date of first appointment on Board	October 26, 2006	
Shareholding in the Company	100 Shares (As a Nominee of IL&FS – Holding Company)	
Relationship with other Directors/Key Managerial Personnel	-	
No of meetings of Board attended during the year	5	
Other Directorships	(1) IL&FS Capital Advisors Limited* (2) IL&FS Investment Managers Ltd (3) Free Trade Warehousing Pvt Ltd (4) IL&FS Securities Services Ltd (5) IL&FS Portfolio Management Services Limited (6) Strategic India Infrastructure Fund Pte Limited (7) IL&FS Global Pte Limited	
Membership/Chairmanship of committees of other Boards	Name of the Company	Particulars
	IL&FS Investment Managers Ltd	Audit Committee (Member) Stakeholders' Relationship Committee (Chairman)
	IL&FS Securities Services Ltd	Audit Committee (Member)

* Under Voluntary liquidation

Note: For the purpose of the disclosure of Membership/Chairmanship of Committee, Chairmanship/Membership of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee of Indian Public Companies have been considered

IL&FS FINANCIAL SERVICES LIMITED

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:
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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 :

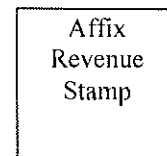
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the day of atam/pm at (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- (1)
- (2)
- (3)
- (4)
- (5)
- (6)
- (7)
- (8)
- (9)

Signed this _____ day of _____, 2018

Signature _____



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)

Twenty Third Annual General Meeting held on _____

I hereby record my presence at the Twenty Third 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 _____