

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

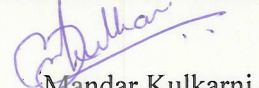
NOTICE is hereby given that the Ninth Annual General Meeting of the Members of IL&FS Securities Services Limited will be held on Tuesday, July 28, 2015, at 5.30 p.m. at the IL&FS Financial Centre, 9th Floor Main Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business:

ORDINARY BUSINESS:

- [1] To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2015, Report of the Directors and the Auditors thereon
- [2] To declare a dividend on Equity Shares of the Company for the year ended March 31, 2015
- [3] To appoint a Director in place of, Mr. S Rengarajan (DIN: 01144547), Director of the Company who retires by rotation pursuant to Section 152(6)(c) of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment
- [4] To appoint a Director in place of, Mr. Vibhav Kapoor (DIN: 00027271), Director of the Company who retires by rotation pursuant to Section 152(6)(c) of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment
- [5] To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for ratification of appointment of the Auditors:

“**RESOLVED THAT**, Pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W/W-100018) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration payable to the Auditors”

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


Mandar Kulkarni
Company Secretary

Registered Office:

The IL&FS House
Raheja Vihar, Chandivli,
Andheri (East),
Mumbai – 400 072
Date: May 8, 2015

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING
- (b) The Record Date for the purpose of declaration of dividend would be July 28, 2015. Dividend, if declared at the Annual General Meeting, will be paid to those Members whose names appear in the Register of Members of the Company on July 28, 2015
- (c) Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Meeting
- (d) Members are requested to write their DP Ids and Client Ids Number / Registered Folio Numbers in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting
- (e) Members are requested to notify any change in their address to the Secretarial Department of the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number
- (f) Members are requested to bring duly filled in Attendance slip at the meeting

IL&FS Securities Services Limited

CIN: U74992MH2006PLC163337

Registered Office: The IL&FS House, Raheja Vihar, Chandivli, Andheri (East),
Mumbai – 400 072

Attendance Slip

(To be handed over at the entrance of the Meeting hall)

Ninth Annual General Meeting held on **July 28, 2015 at 5.30 p.m.**

I hereby record my presence at the Ninth Annual General Meeting of IL&FS Securities Services Limited held at The IL&FS Financial Centre, 9th Floor, Main Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 on **July 28, 2015**

DP Id and Client Id No./ Reg Folio No _____

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____

Form No. MGT-11**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: U74992MH2006PLC163337

Name of the company: IL&FS SECURITIES SERVICES LIMITED

Registered office: IL&FS House, Raheja Vihar, Chandivili, Andheri (East), Mumbai - 400072

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP IDs :

I/We, being the member (s) of shares of the above named company,
hereby appoint

1. Name:
Address:
.....
.....
E-mail Id:
Signature:, or failing him

2. 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 Ninth Annual general meeting of the company, to be held on Tuesday, July 28, 2015 at 5.30 p.m. at The IL&FS Financial Centre, 9th Floor, Main Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution No.

- (1) To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2015, Report of the Directors and the Auditors thereon
- (2) To declare a dividend on Equity Shares of the Company for the year ended March 31, 2015
- (3) To appoint a Director in place of, Mr. S Rengarajan (DIN: 01144547), Director of the Company who retires by rotation pursuant to Section 152(6)(c) of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment
- (4) To appoint a Director in place of, Mr. Vibhav Kapoor (DIN: 00027271), Director of the Company who retires by rotation pursuant to Section 152(6)(c) of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment
- (5) To ratify the appointment of the statutory auditors for FY 2015-16 and to fix their remuneration be fixed by the Board of Directors

Signed this..... day of..... 2015

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting