1/GM/18-19

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of IL&FS Securities Services Limited will be held on Tuesday, August 21, 2018 at 1.00 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 of the Company for the Financial Year ended March 31, 2018, together with the Report of the Directors and the Auditors thereon

[2] To confirm the payment of Interim Dividends viz. First Interim Dividend of ₹ 14 per Equity Share and Second Interim Dividend of ₹ 25.50 per Equity Share for the Financial Year 2017-18 as Final Dividend

[3] To appoint a Director in place of Mr. Arun K Saha (DIN: 00002377), 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. Ramesh C Bawa (DIN: 00040523), 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 pursuant to Section 139 of the Companies Act, 2013 :

"**RESOLVED THAT** pursuant to the provisions of Section 139, other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof), the appointment of M/s B S R & Associates LLP, Chartered Accountants, having Firm Registration Number 116231W/W-100024, as the Statutory Auditors of the Company to hold office from the conclusion of this Twelfth Annual General Meeting till the conclusion of the next Annual General Meeting of the Company be and is hereby ratified at a remuneration to be decided by the Board of Directors of the Company or Committee thereof, in consultation with the Auditors

RESOLVED FURTHER THAT pursuant to the provisions of Companies (Amendment) Act, 2017 and amended rules of the Companies (Audit and Auditors) Rules, 2014 effective from May 7, 2018, the appointment of B S R & Associates LLP, Chartered Accountants (Firm Registration Number 116231W/W-100024), as Statutory Auditors of the Company for the remaining period of 3 years i.e. from the conclusion of Thirteenth Annual General Meeting for Financial Year 2019-20 till the conclusion of the Annual General Meeting for Financial Year 2021-22, shall not be subject to ratification by the Members of the Company and would be at a remuneration to be decided by the Board of Directors of the Company or Committee thereof, in consultation with the Auditors "

SPECIAL BUSINESS:

[6] Re-appointment of Mr. S Rengarajan (DIN: 01144547), as Managing Director & CEO 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification or re-enactment thereof), subject to approval of Ministry of Corporate Affairs, Government of India (MCA), if required and such other consents and approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. S Rengarajan, as Managing Director and Chief Executive Officer (CEO) of the Company for a period of Three years and six months (3.5 years) with effect from November 18, 2018 to May 17, 2022

RESOLVED FURTHER THAT there would be no changes in the terms, conditions and remuneration upon re-appointment, the details of which are set out hereunder;

(i) Consolidated Remuneration: The Managing Director shall be paid Consolidated Pay of ₹ 907,500/- per month with annual increments as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board") or Nomination and Remuneration Committee of the Board from time to time

(ii) Perquisites :

(a) Housing : The Company shall provide Managing Director with unfurnished house and he shall be entitled to furniture and household appliances as per the policy of the Company

(b) Car facility : The Managing Director shall be provided with a car facility as per the policy of the Company

(c) Telephone : The Company shall pay expenses on actual basis of landline and cell phone facilities provided to Managing Director

(d) Performance Related Pay : The Managing Director is entitled to Performance Related Pay as per the policy of the Company, subject to the overall ceiling stipulated in the Companies Act, 2013

(e) Insurance : The Managing Director is entitled to group personal Accident Insurance, Mediclaim Insurance and Life Insurance policies as per the rule of the Company

(f) Club Membership : The Managing Director is entitled to one club membership. Approval is sought for an additional membership upto two Clubs

(g) Others : The Managing Director is entitled to 30 working days leave in a year, interest subsidy on house loan and consumer durable loan as per the policy of the Company

(iii) Minimum Remuneration : Notwithstanding anything to the contrary contained herein where in any Financial Year during the Currency of tenure of the Managing Director, 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 provisions of Companies Act, 2013 and limits set out in Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board

(iv) General Conditions:

(a) The total remuneration payable to the Managing Director 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 Directors, the total remuneration payable to the Managing Director shall not exceed 5% of the net profit during any Financial Year or such other limit as may be prescribed by the Central Government

(b) The Managing Director shall not be liable to retire by rotation provided however and pursuant to provisions of Articles of Association, if at any time the number of Directors (including the Executive Chairman, Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such Executive Chairman or Managing Director or Whole-time Director as the Directors, may from time to time select, shall be liable to retirement by rotation

(c) The Managing Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof

(d) The Managing Director shall be entitled to such other privileges, allowances, facilities and amenities as may be applicable to other employees of the Company and as may be decided by the Board and/or Nomination and Remuneration Committee of the Board, within the overall limits prescribed under the Companies Act, 2013

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Rakesh Karande, Chief Financial Officer or Mr. Mandar Kulkarni, Company Secretary of the Company be and are hereby authorised, jointly and/or severally to take all the necessary steps in this regard as well as to sign and execute all deeds, documents and papers to give effect to the above Resolution"

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

Mandar Kulkarni
Company Secretary
Membership No.: A20130

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

CIN: U74992MH2006PLC163337

Date: May 09, 2018
Place: Mumbai

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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business mentioned above is annexed hereto

(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 Id and Client Id 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

Regd. Office : IL&FS House, Plot No. 14, Raheja Vihar, Chandivali, Andheri East, Mumbai - 400 072.
Phone : +91 22 4249 3000 Fax : +91 22 2857 0948 / 49 E-mail : issl-dp@issl.co.in Website : http:\\www.ilfsdp.com
CIN - U74992MH2006PLC163337

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Company Notice:

Item No. 6

The Board at its Meeting held on November 18, 2013 had approved appointment of Mr. S Rengarajan as Managing Director and CEO of the Company for a term of five years effective from November 18, 2013. The Shareholders of the Company at the Extra ordinary General Meeting held on January 03, 2014 had approved the appointment of Mr Rengarajan for a period of five years from November 18, 2013 to November 17, 2018

The Nomination and Remuneration Committee at its Meeting held on May 09, 2018 and the Board of Directors of the Company at their meeting held on May 09, 2018 have approved renewal of term of Mr. S Rengarajan as Managing Director and CEO for a period of three years and six months (3.5 years) from November 18, 2018 to May 17, 2022. There would be no changes in the terms, conditions and remuneration on his re-appointment as Managing Director and CEO of the Company. The terms, conditions of his re-appointment are well within specified limit of the provisions of the Sections 196, 197, 198 of the Companies Act, 2013

A brief profile of Mr S Rengarajan is provided below for the reference of the Members:

Mr. S Rengarajan: Mr Rengarajan has close to 39 years of experience in the financial services sector. He has been actively engaged in creating and developing financial services businesses in a dynamically changing environment. Mr Rengarajan has earlier served as Chief Operating Officer (COO) of IL&FS Investsmart Ltd (IIL) and Orix Auto and Business Solutions Ltd. As COO of IIL, he was responsible for distribution of retail products through branches and channel network. Mr Rengarajan also spearheaded the Online trading initiative of the Company and was responsible for creating and leading a core team for distribution of mutual funds

In the past, Mr Rengarajan has worked with Synergy Credit Corporation Ltd and Corporation Bank where he has handled Treasury, Foreign Exchange, Credit, Fixed Deposits and other financial products

Mr S Rengarajan graduated from Madras University and has completed Advanced Management Program at Wharton School of University of Pennsylvania

Keeping in view his rich and varied management experience and in view of overall performance and involvement of Mr S Rengarajan in the operations of the Company over a long period of time, it would be in the interest of the Company to reappoint Mr S Rengarajan as Managing Director and CEO for a further period of three years and six months (3.5 years)

The Board of Directors therefore recommend the resolution set out at item no 6 in the notice to be passed as an Ordinary Resolution by the Members of the Company

Except Mr. S Rengarajan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 6 of the Notice

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

Mandar Kulkarni
Company Secretary
Membership No.: A20130

Registered Office:
The IL&FS House
Raheja Vihar, Chandivli,
Andheri (East),
Mumbai – 400 072
CIN: U74992MH2006PLC163337

Date: May 09, 2018
Place: Mumbai

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)

Twelfth Annual General Meeting held on Tuesday, August 21, 2018 at 1.00 p.m.

I/We hereby record my/our presence at the Twelfth 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 Tuesday, August 21, 2018 at 1.00 p.m.

Reg. Folio No.: _____

DP ID No.* : _____

Client ID No.*: _____

Full name of the Member : ________________________________
(IN BLOCK LETTERS)

Full name of the Proxy : ________________________________
(IN BLOCK LETTERS)

Member's/ Proxy's Signature : ________________________________

*Applicable for shareholders holding shares in electronic form

IL&FS Securities Services Limited
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, Chandivli, Andheri (East), Mumbai - 400072

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

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 Twelfth Annual general meeting of the company, to be held on Tuesday, August 21, 2018 at 1.00 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:

Resolution No:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2018, Report of the Directors and the Auditors thereon

2. To confirm the payment of Interim Dividends viz. First Interim Dividend of ₹ 14 per Equity Share and Second Interim Dividend of ₹ 25.50 per Equity Share for the Financial Year 2017-18 as Final Dividend

3. To appoint a Director in place of Mr. Arun K Saha (DIN: 00002377), 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. Ramesh C Bawa (DIN: 00040523), 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 appointment of M/s B S R & Associates LLP, Chartered Accountants to hold office from the conclusion of this twelfth Annual General Meeting till the conclusion of the next Annual General Meeting of the Company

6. To re-appoint Mr. S Rengarajan (DIN: 01144547), as Managing Director & CEO of the Company for a period of Three years and six months (3.5 years) with effect from November 18, 2018 to May 17, 2022

Signed this...... day of......... 2018

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

Route Map

Address: The IL&FS Financial Centre, 9th Floor, Main Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051