

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of IL&FS Securities Services Limited will be held on Wednesday, August 26, 2015, at 4.00 p.m. at The IL&FS Financial Centre, 10th Floor Video Conference Room, Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business:

Special Business

[1] Investment of Surplus Funds 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** in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors to invest surplus funds of Company from time to time, in excess of limits specified in Section 186 of the Companies Act, 2013, in the following manner:

Name of the Investee Body Corporate	Nature of Investment	Maximum amount to be Invested	Purpose of Investment
Mutual Funds and Other Investments	Fixed Deposits with Banks, Bank CDs, Debt Instruments, Units of Mutual Fund Schemes, Loan to IL&FS Employees' Welfare Trust	₹ 10 billion	Surplus Funds
IL&FS and its Group Companies	Inter Corporate Deposits (ICD's)	₹ 15 billion	Surplus Funds
Total		₹ 25 billion	

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things incidental or ancillary for giving effect to the foregoing investment of surplus funds within the approved limit of ₹ 25 billion

RESOLVED FURTHER THAT Mr. Arun K Saha, Executive Chairman or Mr. S. Rengarajan, Managing Director and CEO or Ms. Shikha Bagai, Chief Financial Officer or Mr. Mandar Kulkarni, Company Secretary be and are hereby severally authorized to furnish a certified extract of this resolution and signing of e-forms for filing with Registrar of Companies, Mumbai”

[2] **To Change the Borrowing Powers 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** in supersession of the resolution passed earlier and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys, as and when required by the Company, provided that the money to be borrowed together with the money already borrowed may exceeds the Paid up Share Capital of the Company and its free reserves, provided that money so borrowed (apart from the temporary loans obtained from time to time by the Company from its Bankers in the ordinary course of business) and remaining un-discharged or outstanding at any given time shall not exceed ₹ 40 billion (Rupees Forty billion Only) in the following manner over and above the aggregate paid up share capital of the Company and its free reserves as prevailing from time to time

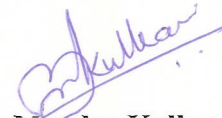
I	Fund Based Limits	Borrowing Limit (₹)
1	Fund Based Bank Borrowings, Non Convertible Debentures, Overdraft against Deposits and other Borrowings	₹ 13 billion
2	Commercial Paper	₹ 4 billion
	Total	₹ 17 billion
II	Non Fund Based Limits	
	Bank Guarantee limits	₹ 23 billion
	Total borrowing limits	₹ 40 billion

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to Board of Directors to utilize the sub-limit by ISSL Settlement & Transaction Services Limited, Wholly Owned subsidiary out of the Non Fund based limits of ₹ 23 billion approved by the Consortium of Bankers

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things incidental or ancillary for giving effect to the foregoing borrowing limit of ₹ 40 billion

RESOLVED FURTHER THAT Mr. Arun K Saha, Executive Chairman or Mr. S. Rengarajan, Managing Director and CEO or Ms. Shikha Bagai, Chief Financial Officer or Mr. Mandar Kulkarni, Company Secretary be and are hereby severally authorized to furnish a certified extract of this resolution and signing of e-forms for filing with Registrar of Companies, Mumbai”

**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: July 28, 2015

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

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

Item No. 1

The Members of the Company at the Annual General Meeting held on August 6, 2014 approved investment of Surplus Funds upto ₹ 25 billion and sub-limits within the overall limit.

It is now proposed to broaden the nature of Investment within the approved limit of ₹ 25 billion. However, the overall limit of Investments and sub-limits thereunder would remain unchanged

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financial or otherwise in the resolution set out at Item No. 1

Item No. 2

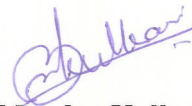
The Members of the Company at the Annual General Meeting held on August 6, 2014 had approved to Borrowings on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the Company and its free reserves, provided that money so borrowed (apart from temporary loan obtained from time to time by the Company from its Bankers in its ordinary course of business) or remaining un-discharged or outstanding at any given time shall not exceed a sum of ₹ 40 billion at any point of time

It is proposed to change the Borrowing Limits that were approved under the sub-limits of 'Fund based Limits' within the overall limit of ₹ 40 billion.

The Directors recommend the Resolution set out as Item No. 2 of the accompanying notice for the approval of the Members of the Company

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested otherwise in the resolution set out at Item No. 2

**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: July 28, 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) 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)

Extra-Ordinary General Meeting held on **August 26, 2015** at **4.00 p.m.**

I hereby record my presence at the Extra-Ordinary General Meeting of IL&FS Securities Services Limited held at The IL&FS Financial Centre, 10th Floor, Video Conference Room, Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 on **August 26, 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 Extra-Ordinary general meeting of the company, to be held on Wednesday, August 26, 2015 at 4.00 p.m. at The IL&FS Financial Centre, 10th Floor, Video Conference 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:

- (1) Investment of Surplus Funds of the Company
- (2) To Change the Borrowing Powers of the Company

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

Route Map for Extra-Ordinary General Meeting of IL&FS Securities Services Limited:-

IL&FS Financial Centre, 10th Floor, Video Conference Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

