IL&FS Securities Services Limited

2/GM/16-17

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 10, 2016 on a shorter notice 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 at 1.00 p.m. 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, pursuant to the provisions of Section 186 of the Companies Act, 2013, any other applicable provisions of the Companies Act, 2013 and rules made thereunder (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 Members 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/Entity	Nature of Investment	Maximum amount to be Invested	Purpose of Investment
Mutual Funds and Other Investments	Fixed Deposits with Banks, Bank Commercial Deposits (CDs), Debt Instruments, Units of Mutual Fund Schemes, Loan to IL&FS Employees' Welfare Trust, Investee Companies (except wholly owned/JV Companies)	₹ 35 billion	Surplus Funds
IL&FS and its Group Companies	Inter Corporate Deposits (ICD's)	₹ 25 billion	Surplus Funds
Total		**₹ 60 billion**	

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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 ₹ 60 billion (Rupees Sixty billion) including delegating the powers to Executive Committee/ Authorised Personnel for deployment of funds in various investment instruments as mentioned aforesaid

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

[2] **Payment of Commission to Directors of the Company for Financial Year 2015-16:**

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 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made thereunder from time to time, the consent of the Members of the Company be and is hereby accorded to pay commission to the Directors (other than Alternate and Nominee Directors) not in Whole time employment of the Company of the Company for the Financial Year 2015-16 as may be determined by Nomination & Remuneration Committee of the Company or Mr. Arun K Saha, Executive Chairman and Mr. S Rengarajan, Managing Director & CEO jointly/ severally and such aggregate commission shall not exceed ₹12 million (Rupees Twelve million only)

RESOLVED FURTHER THAT Mr. Arun K Saha, Executive Chairman and Mr. S Rengarajan, Managing Director & CEO be and is hereby authorised jointly/ severally to do all acts, deeds and things incidental or ancillary for giving effect to the foregoing resolution

RESOLVED FURTHER THAT Mr. Arun K Saha, Executive Chairman or Mr. S. Rengarajan, Managing Director and CEO or Chief Financial Officer or Company Secretary be and are hereby severally authorized to furnish certified copies 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
Membership No.:A20130
Date: August 05, 2016

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

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 Statements 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 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

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 accompanying Notice:

Item No. 1

During the course of its operations, the Company is generating large amount of funds which the Company proposes to invest in the various investment avenues. The Members of the Company at the Extra Ordinary General Meeting of the Members held on March 15, 2016 approved increase in the investment limits from ₹ 25 billion to ₹ 40 billion including the sub-limits within the said limit of ₹ 40 billion

However, the Current investments of the Company in the category of 'Mutual Funds and Other Investments' are nearing the approved limit of ₹ 15 billion. Considering the same, the Board of Directors of the Company at their Meeting held on August 04, 2016 approved increasing the Investments Limit in the category of 'Mutual Funds and Other Investments' from ₹ 15 billion to ₹ 35 billion and the total investments from ₹ 40 billion to ₹ 60 billion without changing limits of Inter Corporate Deposits, subject to the approval of the Members

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members for increase in the limits of investments by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding ₹ 60 billion (Indian Rupees Sixty Billion Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013

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

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

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

Item No. 2

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members

Considering the overall guidance and support provided by the Non-Executive Directors of the Company in steering the growth of the Company, it would be appropriate for the Company to share some part of its profits as a token of appreciation of their effort

Such payment will be in addition to the sitting fees for attending Board/Committee meetings and such aggregate commission to these Directors shall not exceed ₹12 million (Rupees Twelve million only). The Nomination & Remuneration Committee of the Company or Mr. Arun K Saha, Executive Chairman and Mr. S Rengarajan, Managing Director & CEO jointly/ severally would finalise the amount and distribution of such remuneration

The Directors recommend the 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 or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution set out at Item No. 2 of the notice

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

Mandar Kulkarni
Company Secretary
Membership No.:A20130
Date: August 05, 2016

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

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 10, 2016 at 1 pm**

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, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 on **Wednesday, August 10, 2016, 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

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 10, 2016, at 1.00 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 051and at any adjournment thereof in respect of such resolutions as are indicated below:

(1) Investment of Surplus Funds of the Company

(2) Payment of Commission to Directors of the Company for Financial Year 2015-16

Signed this...... day of......... 2016

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