3/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 Shorter Notice on Thursday, October 27, 2016 at 5.00 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:

Special Business

[1] **Increase in the borrowing limits 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 179, 180(1)(C) and other applicable provisions, if any, 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), the consent of the Members be and is hereby accorded to the Board of Directors to borrow money, 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 ₹ 53 billion (Rupees Fifty Three 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

		Borrowing Limit
I	**Fund Based Limits**	
1	Fund Based Bank Borrowings, Non-Convertible Debentures, Overdraft against Deposits and other Borrowings	₹ 13 billion
2	Commercial Paper	₹ 15 billion
	Total	**₹ 28 billion**
II	**Non Fund Based Limits**	
	Bank Guarantee limits	₹ 25 billion
	Total borrowing limits	**₹ 53 billion**

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

RESOLVED FURTHER THAT the Consent of the Members 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 ₹ 25 billion (Rupees Twenty Five Billion Only) approved by the Consortium of Bankers

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, things necessary or incidental or ancillary for giving effect to the foregoing borrowing powers with in approved limit of ₹ 53 billion including delegating its powers to Executive Committee of Directors and/or Authorised Personnel of the Company to give effect to this 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 authorized severally to sign for filing of relevant e-forms with the Registrar of Companies, Mumbai and to furnish certified true copies of the foregoing 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: October 27, 2016

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 Company Notice:

Item No. 1

The Company at present has a borrowing limit of ₹ 10 billion for borrowing through the issuance of Commercial Paper as per the previous approval of the members in their meeting held on March 15, 2016

The Board of Directors of the Company, in order to maintain the liquidity pool of the Company and cover its volatility in the market, has hence proposed to increase the limit of borrowing through issuance of Commercial Paper to ₹ 15 billion and hence increasing the overall limit of borrowings from ₹ 48 billion to ₹ 53 billion

Pursuant to the provisions of section 180 (1) (C) 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 to be borrowed together with the money already borrowed exceeds aggregate of the paid up share capital and free reserves

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding ₹ 53 billion (Indian Rupees Fifty Three Billion Only) outstanding at any time notwithstanding that such borrowings are in excess of the limits prescribed under Section 180 of the Companies Act, 2013

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 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: October 27, 2016

IL&FS Securities Services Limited

IL&FS Securities Services Limited

CIN: U74992MH2006PLC163337

Registered Office: The IL&FS House, RahejaVihar, 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 **Thursday, October 27, 2016 at 5.00 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, 9th Floor, Main Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 on **October 27, 2016 at 5.00 pm**

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 Thursday, October 27, 2016 at 5.00 pm 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:

(1) Increase in the borrowing limits of the Company:

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, 9th Floor, Main Board Room, Plot No. C – 22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051