NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of ISSL Settlement & Transaction Services Limited will be held on Tuesday, July 28, 2015, at 2.30 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 Financial Statements for the year ended on March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss Account for the year ended on that date together with Report of the Directors and the Auditors thereon

[2] To declare 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 consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution for ratification of appointment of 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 ISSL Settlement & Transaction Services Limited

RKarande

Rakesh Karande
Chief Financial Officer

Registered Office:
The IL&FS House
RahejaVihar, Chandivli,
Andheri (East),
Mumbai – 400 072
Date: May 7, 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

ISSL Settlement & Transaction Services Limited

CIN: U67190MH2010PLC210582

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)

Annual General Meeting held on **July 28, 2015** **at** **2.30 p.m.**

I hereby record my presence at Annual General Meeting of ISSL Settlement & Transaction 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 ______________________________

No. of Shares ______________________________

Full name of the Member (in BLOCK LETTERS) ______________________

Address of the Member (in BLOCK LETTERS)_________________________

Full name of the Proxy (in BLOCK LETTERS) ________________________

Address of the Member (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: U67190MH2010PLC210582

Name of the company: ISSL Settlement & Transaction 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 Annual general meeting of the company, to be held on Tuesday, July 28, 2015 at 2.30 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 Financial Statements for the year ended on March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss Account for the year ended on that date together with Report of the Directors and the Auditors thereon

(2) To declare 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 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