2/GM/2018-19

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of ISSL Settlement & Transaction Services Limited will be held on Tuesday, August 21, 2018, at 3.45 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 to transact the following business:

ORDINARY BUSINESS:

[1] To receive, consider and adopt the Audited Financial Statements 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 Dividend of ₹ 4.5 per Equity Share of ₹ 10 each for the Financial Year ended March 31, 2018 as final dividend

[3] To appoint a Director in place of Mr. Sujoy K Das (DIN: 00109015), 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 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 Eighth 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 Ninth 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"

By Order of the Board of Directors
For ISSL Settlement & Transaction Services Limited

Pramod Kale
Company Secretary
Membership No.: 52160

Registered Office:
The IL&FS House,
Raheja Vihar, Chandivli,
Andheri (East), Mumbai- 4000 72
CIN: U67190MH2010PLC210582

Date: May 08, 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) Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Meeting

(c) Members are requested to write their DP Ids and Client Ids / Registered Folio Numbers in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting

(d) 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

(e) 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 : 91-22-42493000, 28576440, Fax : 91-22-28570983
CIN - U67190MH2010PLC210582

ISSL Settlement & Transaction Services Limited

CIN: U67190MH2010PLC210582

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)

Eighth Annual General Meeting held on Tuesday, August 21, 2018 at 3.45 p.m.

I/We hereby record my/our presence at the Eighth 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 051on Tuesday, August 21, 2018 at 3.45 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 ____

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 Eighth Annual general meeting of the company, to be held on Tuesday, August 21, 2018 at 3.45 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 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 Dividend of ₹ 4.5 per Equity Share of ₹ 10 each for the Financial Year ended March 31, 2018 as Final Dividend

(3) To appoint a Director in place of Mr. Sujoy K Das (DIN: 00109015), 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 appointment of M/s B S R & Associates LLP, Chartered Accountants to hold office from the conclusion of this Eighth Annual General Meeting till the conclusion of the next Annual General Meeting of the Company

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