

NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra - Ordinary General Meeting of the Company will be held on Thursday, July 11, 2019 at 9.00 am at its registered office at The IL&FS Financial Centre, Plot No C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business as a special business:

Special Business:

Appointment of M/s Mukund M Chitale & Co., Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to the Resignation of M/s. BSR & Associates LLP

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or amendment (s) thereto, re-enactment thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for appointment of M/s. Mukund M Chitale & Co., Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 106655W as Statutory Auditors of the Company with effect from June 19, 2019 in the casual vacancy caused by the resignation of M/s. BSR & Associates LLP, Chartered Accountants, (Firm Registration No 116231 W/W-100024) to hold office till the conclusion of the forthcoming Annual General Meeting of the Company, on such remuneration to be decided by the Board of Directors (or any Committee thereof) in consultation with the Auditors;

RESOLVED FURTHER THAT Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Regd Office:
IL&FS Financial Services Limited
CIN : U65990MH1995PLC093241
The IL&FS Financial Centre
Plot No C-22, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

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

Sd /-
C S Rajan
Director

Date: June 28, 2019
Place: Mumbai

NOTES:

a) The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business above is annexed hereto.

b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

c) All Proxy-holder should carry their identity card at the time of attending the Meeting.

d) Proxies registers shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 A.M. and 6 P.M.

e) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.

f) The Members/ Proxies should fill the Attendance Slip for attending the Meeting.

g) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11.00 A.M. and 5.00 P.M. upto the date of the EGM.

EXPLANATORY STATEMENT

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

ITEM NO. 1

M/s. BSR & Associates LLP, Chartered Accountants, have tendered their resignation vide letter dated June 19, 2019 from the position of Statutory Auditors and this resignation has resulted into a casual vacancy in the office of the Statutory Auditor of the Company

As per Section 139 (8) of the Companies Act, 2013, appointment of the new auditor shall be approved by the Company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Accordingly based on the recommendation of the Audit Committee and the confirmation received from M/s. Mukund M Chitale & Co (No. 106655W) with respect to their eligibility to be appointed as Statutory Auditors, the Board recommends that M/s. Mukund M Chitale & Co (No. 106655W) be appointed as the Statutory Auditors of the Company, effective June 19, 2019, to fill the casual vacancy caused by the resignation of M/s. BSR & Associates LLP

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

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By Order of the Board of Directors
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Sd /-
C S Rajan
Director

Date: June 28, 2019
Place: Mumbai

IL&FS FINANCIAL SERVICES LIMITED

Registered Office: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex,
 Bandra (E), Mumbai – 400 051
 CIN: U65990MH1995PLC093241

Name of the member(s):
 Registered address:
 E-mail id:
 Folio No/Client Id:
 DP ID:

I/We _____ of _____ being the
 Member(s) of IL&FS FINANCIAL SERVICES LIMITED hereby appoint

- (1) Name :
 Address :
 E-mail Id :
 Signature : or failing him
- (2) Name :
 Address :
 E-mail Id :
 Signature :, or failing him
- (3) 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 the day of at
am/pm at _____ (place) and at any adjournment thereof in respect of such resolutions as
 are indicated below:

Resolution No

- (1)
 (2)
 (3)

Signed this ____ day of _____, 2019

Signature_____

Affix
 Revenue
 Stamp

Note: This form duly completed and signed must be deposited at the Registered Office of the
 Company not less than 48 hours before the Meeting

IL&FS FINANCIAL SERVICES LIMITED

Registered Office: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051
CIN: U65990MH1995PLC093241

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)
Extra-Ordinary General Meeting held on _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on _____, _____ at ____ am/pm at The IL&FS Financial Centre, Plot No C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment thereof

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____

Road map to reach to the venue of the Meeting from the nearest railway stations is provided below:

