

INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

Registered Office : The IL&FS Financial Centre, Plot C-22, G-Block,
Bandra-Kurla Complex, Bandra East, Mumbai 400 051

Tel : +91 22 2653 3333 | Fax : +91 22 2653 3042 | CIN : U65990MH1987PLC044571

Website : www.ilfsindia.com

NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Infrastructure Leasing & Financial Services Limited will be held at the Registered Office of the Company, The IL&FS Financial Centre, Bandra-Kurla Complex, Bandra East, Mumbai 400 051, on Tuesday, September 26, 2017, at 11.00 am, to transact the following business :

ORDINARY BUSINESS :

- (1) To receive and adopt:
 - (a) the Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon
 - (b) the Audited Consolidated Financial Statement for the financial year ended March 31, 2017 together with the report of the auditors thereon
- (2) To declare dividend in respect of Equity Shares for FY 2017
- (3) To note and approve payment of Interim Dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares for FY 2017
- (4) To declare final dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares, same as interim dividend for FY 2017
- (5) Re-appointment of Mr Ravi Parthasarathy, Director of the Company (DIN 00002392)

- (6) To appoint a Director in place of Mr Hari Sankaran, Vice Chairman & Managing Director (DIN 00002386), who retires by rotation and being eligible offers himself for re-appointment
- (7) To appoint a Director in place of Mr Arun Kumar Saha, Joint Managing Director & CEO (DIN 00002377), who retires by rotation and being eligible offers himself for re-appointment
- (8) To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution pursuant to Section 139 of the Companies Act, 2013

“RESOLVED THAT in terms of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s SRBC & Co LLP, Chartered Accountants, Mumbai, ICAI Registration No. 324982E/E300003, be and are hereby appointed as Auditors of the Company for a period of five years (ie FY 2018 to FY 2022) from the conclusion of this Annual General Meeting of the Company (AGM) till the conclusion of the AGM held for FY 2022, at a remuneration to be decided by the Board of Directors of the Company or Committee thereof, in consultation with the Auditors and appointment of the Auditor will be subject to ratification in every subsequent AGM till the AGM for FY 2022, by way of passing an ordinary Resolution”

SPECIAL BUSINESS :

- (9) To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr BK Singal (DIN: 07753602), who was appointed as Director, at the Meeting of the Board of Directors of the Company held on February 28, 2017, in place of Mr R Govind (DIN 07223932), and holds office of Director till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing Mr BK Singal’s candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation”

- (10) To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendments, modification, variation or re-enactment thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to issue Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Debentures and/or Subordinated Debt instruments and/or other securities for an aggregate value of upto ₹ 100 billion (Rupees One Hundred billion) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to :

- finalise the detailed terms and conditions of the Debenture/ Bonds Issue, size of Issue, tenor of Issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures etc;
- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- obtain credit rating of the debenture/securities issued from Credit Rating Agencies;
- appoint Trustees to the Debenture holders;
- print and issue Debenture Certificate(s), Letter(s) of Allotment;
- stipulate terms and conditions with regard to Put and Call options;
- negotiate payment of fees to merchant bankers, brokers, discount on Issue and/or re-issue of Debentures, redemption premium
- delegate power to any official of the Company to do any incidental acts for and on behalf of the Company”

“RESOLVED FURTHER THAT in addition to the foregoing, Mr Hari Sankaran, Vice Chairman & Managing Director, Mr Arun K Saha, Joint Managing Director & CEO and Mr Sujoy Das, Mr MM Wagle, Mr Sushil Khandelwal, Mr Avinash Bagul, Senior Executives of the Company, be and are hereby authorized, severally, to sign, issue and file Private Placement Offer Letter or any other document(s), declarations with the Stock Exchange(s) or Regulatory Authorities for and on behalf of the Company”

- (11) To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in terms of the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), following new Article be added as Article 15(3) to the Articles of Association of the Company :

15(3) Subject to Article 15(2), the Board or Committee thereof have power to consolidate or reissue securities including debentures, bonds or any debt instrument issued and /or to be issued from time to time, upon such terms and conditions and in such manner and for such consideration as the Board or Committee thereof shall consider beneficial for the Company”

“RESOLVED FURTHER THAT Mr Hari Sankaran, Vice Chairman & Managing Director, Mr Arun K Saha, Joint Managing Director & CEO, Mr MM Wagle, Group Chief Financial Officer and Mr Avinash Bagul, Company Secretary of the Company, be and are hereby authorised severally to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with compliance requirements in this regard”

By Order of the Board of Directors,
For Infrastructure Leasing & Financial Services Limited

Avinash Bagul
Chief Operating Officer &
Company Secretary

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

Date : August 28, 2017
Place : Mumbai

Notes :

- (A) The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business under Item Nos. 4, 8 to 11 of the accompanying Notice is annexed hereto
- (B) A Member entitled to attend and vote 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. The proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by the members holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder
- (C) Members who hold shares in dematerialised form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the meeting
- (D) Dividend, if declared at the Annual General Meeting (AGM), will be paid to those Members whose names appear in the Register of Members of the Company on the date of AGM i.e. September 26, 2017
- (E) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM
- (F) Proxy shall not vote, except on a Poll
- (G) All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company during business hours and shall be accessible to the person attending the meeting
- (H) The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM

- (I) Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the entrance of venue of the meeting

- (J) Members are requested to notify any change in their address to:
 - (i) their Depository Participants (DPs) in respect of shares held in the Demat Form, and
 - (ii) the Secretarial Department of the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number

- (K) Electronic copy of the Annual Report for FY 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017 is being sent in the permitted mode

- (L) Those who became Member of the Company after despatch of AGM Notice but on or before cut-off date Tuesday, September 19, 2017 may obtain sequence number by sending a request at rnt.helpdesk@linkintime.co.in. A person who is not a member as on the cut-off date should treat this Notice for information purpose only

- (M) The Members are requested to bring their copy of the Annual Report to the Annual General Meeting

- (N) Members requiring information on the audited Statement of Profit and Loss for the year ended March 31, 2017 and the Balance Sheet as at that date are requested to write to the Company at least Seven (7) days before the date of the meeting to enable the Company to furnish the information

- (O) The procedure and instructions for the voting through electronic means is as provided below :
 - (1) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote at the Thirtieth Annual General Meeting (AGM) of the Company by 'remote e-voting' (e-voting at a place other than the venue of the AGM). The business may be transacted through remote e-voting services provided by the Central Depository Services Limited (CDSL)

- (2) The facility for voting through polling paper shall also be made available to those shareholders who will present at the AGM, but have not cast their votes by availing the remote e-voting facility. The Members who have done voting through the remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM
- (3) The Company has appointed PK Pandya & Co., Practicing Company Secretary (CP No. 2311) as Scrutinizer for conducting the remote e- voting and voting process at the AGM in a fair and transparent manner
- (4) The instructions to members for voting electronically are as under :
 - (a) The voting period begins on Saturday, September 23, 2017 at 9.00 am (IST) and ends on Monday, September 25, 2017 at 5.00 pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 19, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
 - (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
 - (c) The shareholders should log on to the e-voting website: www.evotingindia.com
 - (d) Click on Shareholders
 - (e) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company
 - (f) Next enter the Image Verification as displayed and Click on Login
 - (g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used

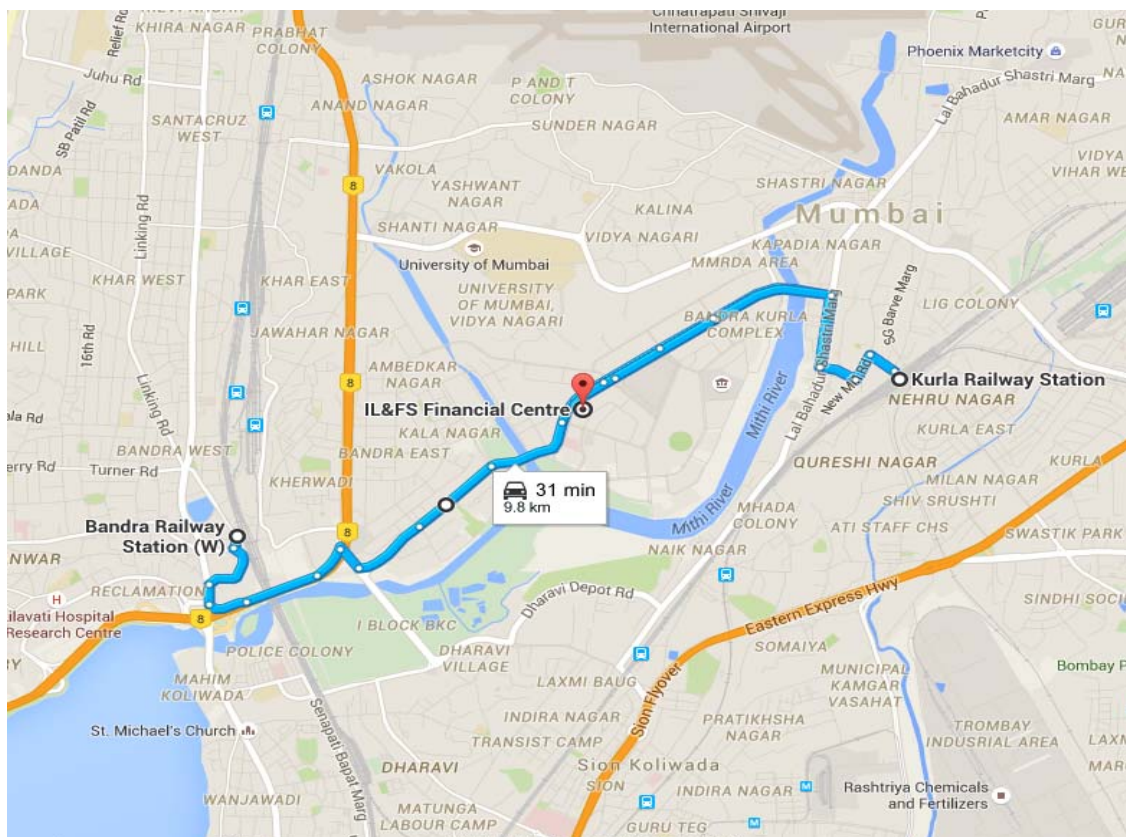
(h) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- (i) After entering these details appropriately, click on “SUBMIT” tab
- (j) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (l) Click on the EVSN for the relevant <Company Name> on which you choose to vote
- (m) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution

- (n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (o) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote
- (p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- (q) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page
- (r) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (s) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (t) Note for Non – Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- (v) All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001 or send an email to : helpdesk.evoting@cdslindia.com or call 18002005533
- (5) The voting right of the Shareholder shall be in proportion to their share of the paid-up capital of the Company as on the Cut-off date ie Tuesday, September 19, 2017
- (6) The Scrutinizer shall after scrutinizing the votes cast at the AGM (poll) and through remote e-voting not later than 3 days of the conclusion of the AGM, make and submit a consolidated scrutinizers’ report and submit it to the Chairman. The result declared along with the consolidated scrutinizers’ report shall be placed on the website of the Company and on CDSL
- (7) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM ie, September 26, 2017
- (8) Please keep your e-mail id and bank details updated with your DP, to receive timely communications as well as dividends electronically
- (9) Road map to reach to the venue of the Meeting from the nearest railway stations is provided below :



EXPLANATORY STATEMENT

ANNEXURE TO THE NOTICE DATED AUGUST 28, 2017 AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No 4 :

Interim dividend was paid in respect of Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) during March 2017. Final dividend in respect of NCRCPs is same as interim dividend. Thus no additional dividend payment for NCRCPs

Item No 8 :

In terms of Section 139 and Section 142 of the Companies Act, 2013 (the Act), no listed company or company belonging to such class shall appoint or re-appoint an Audit firm for more than two terms of five consecutive years, provided that an audit firm which has completed the said terms shall not be eligible for reappointment as auditor in the same company for five years from the completion of such term. However, the proviso to the Section states that every company, existing on or before the commencement of the Act, which is required to comply with these provisions shall comply with the requirements within three years from the date of commencement of this Act

Pursuant to Section 2(52) of the Act, “listed company” means a company which has any of its securities listed on any recognized stock exchange. IL&FS is a listed company since it has listed its Non-Convertible Debentures and Non-Convertible Redeemable Cumulative Preference Shares on BSE Limited

On recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on April 26, 2017 have approved appointment of M/s SRBC & Co LLP as Auditor of the Company for a period of five years (ie from FY 2018 to FY 2022). In this connection, M/s SRBC & Co LLP, have provided their written consent confirming their eligibility for appointment of Auditors of the Company

The Board of Directors commends the resolution for approval of the Members. None of the Directors and the Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution

Item No. 9 :

At the request of Central Bank of India (CBI), one of the Institutional Shareholders of the Company, Mr BK Singal, General Manager (Treasury & CAD) was appointed as a Director of the Company in place of the vacancy caused by the resignation of Mr R Govind, at the Meeting of the Board of Directors of the Company held on February 28, 2017. The appointment was subject to obtaining Director Identification Number (DIN) by Mr BK Singal. Accordingly, Mr Singal obtained DIN on March 02, 2017 and his appointment is effective from March 02, 2017

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, along with requisite deposit from CBI, proposing the candidature of Mr B K Singal

In terms of Section 164 of the Companies Act, 2013 Mr BK Singal has not attracted any disqualification. He is eligible for appointment as Director of the Company and consented to act as Director of the Company

A brief Profile of Mr B K Singal is attached as Annexure-1

The Board of Directors commends the Resolution for approval of the Members. Except Mr BK Singal, none of the Directors, Key Managerial Personnel of the Company and nor their relatives are in any way concerned or interested in the said Resolution

Item No.10 :

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution. Such Special Resolution remains valid for a period of one year ie: from this AGM to till conclusion of next AGM, for securities issued on private placement basis

Since IL&FS mobilise funds for its ongoing operations by way of issue of secured non-convertible debentures as well as other debt securities on a private placement basis, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of debt securities upto ₹ 100 billion in multiple tranches on a private placement basis

The Board of Directors of the Company commends the resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution

Item No.11 :

Securities and Exchange Board of India (SEBI) vide its Circular No CIR/IMD/DF-1/67/2017 dated June 30, 2017 provided specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 on private placement basis. The object of the Circular is to club ISINs of frequent debt securities issues with the same tenor during a quarter under the same umbrella ISIN, which in turn could increase the float in the market. Thus, focus is a liquid corporate bond market which could help in better price discovery of debt securities

The point no 2.4 of the circular states that the issuer Company shall have a time period of six months from the date of this circular, to make an enabling provision in its Articles of Association (AoA) to carry out consolidation and re-issuance of debt securities. After incorporating the enabling provision in the AoA, the Company shall within thirty working days, from end of six months from the date of this circular, shall submit a confirmation certificate to Stock Exchanges with respect to compliance with the condition prescribed in para 2.4 of the circular

In the view of the foregoing, it is proposed to incorporate a new Article 15(3) in the Articles of Association of the Company to enable the Company to carry out consolidation and re-issuance of debt securities and accordingly, the approval of the Members is requested

The draft AoA is available on the Company's website at www.ilfsindia.com for perusal. In addition to this, the AoA hard copy is available for inspection at the Registered Office of the Company during the business hours on any working day

The Board of Directors of the Company commend the Resolution for the approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution

By Order of the Board of Directors,
For Infrastructure Leasing & Financial Services Limited

Avinash Bagul
Chief Operating Officer &
Company Secretary

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

Date : August 28, 2017
Place : Mumbai

Brief Profile of Directors

Name of the Director	Mr B K Singal
DIN	07753602
Age	58 Years
Nationality	Indian
Date of Appointment on the Board	Mr B K Singal was appointed as Director of the Company at its Board Meeting held on February 28, 2017, subject to obtaining the DIN. Mr B K Singal, had obtained DIN on March 02, 2017, hence his appointed as Director is effective from March 02, 2017
Qualification	B Com, ACA, CAIIB
Experience in specific functional area	Mr BK Singal, General Manager (Treasury & CAD) Central bank of India, have 30 years of rich banking experience having worked in various capacities such as Internal Auditor, Financial Analyst, Branch Manager, Regional Manager, Zonal Manager and as General Manager at Corporate office handling different portfolios like Credit, Resources Mobilization/ ATM/ Corporate Communications, Central Audit & Inspection. Planning & Development, Accounts & Balance Sheet and Treasury & International Division, besides working as Chairman of Regional Rural Bank having its head Quarters at Chhindwara (MP) and as Head of Credit at Indo-Zambia Bank (Joint Venture between Government of Zambia and Government of India) for over 4 years
Number of Shares held	Nil
List of Directorships held in Other Companies*	Nil
No of Board Meeting attained during the year	Nil
Chairman/ Member in the Committee of the Board or Companies in which he is a Director	Nil

Relationships between Directors, Manger and other Key Managerial Personnel of the Company	Nil
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* *Directorships includes the Directorships in other Indian Public Companies and Committee Memberships includes only Audit Committee and Stakeholders Relationship Committee of Indian Public Limited Companies*

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CIN : U65990MH1987PLC044571

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	:	U65990MH1987PLC044571		
Name of the Company	:	Infrastructure Leasing & Financial Services Limited		
Registered Office	:	The IL&FS Financial Centre, Plot C-22, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051		
Name of the Member(s)	:			
Registered Address	:			
E-mail Id	:			
Folio No. / Client ID	:		DP ID	
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	
	Or failing him			
3	Name			
	Address			
	E-mail ID		Signature	

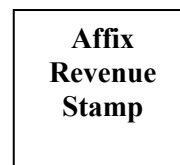
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company to be held on Tuesday, September 26, 2017 at 11.00 am at the Registered Office of the Company, The IL&FS Financial Centre, Plot C-22, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment thereof in respect of such resolutions as are indicted below:

NO	RESOLUTIONS
ORDINARY BUSINESS	
1	To receive and adopt: (a) the Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon (b) the Audited Consolidated Financial Statement for the financial year ended March 31, 2017 together with the report of the auditors thereon
2	To declare final dividend on Equity Shares
3	To note and approve payment of Interim Dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares for FY 2017
4	To declare final dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares same as interim dividend for FY 2017
5	Re-appointment of Mr Ravi Parthasarathy (DIN: 00002392), Director of the Company
6	To appoint a Director in place of Mr Hari Sankaran, Vice Chairman & Managing Director (DIN: 00002386), who retires by rotation and being eligible offers himself for re-appointment
7	To appoint a Director in place of Mr Arun K Saha, Joint Managing Director & CEO (DIN: 00002377), who retires by rotation and being eligible offers himself for re-appointment
8	Appointment of M/s SRBC & Co LLP, as Statutory Auditors of the Company for a period of five years (ie: from FY 2018 to FY 2022)
SPECIAL BUSINESS	
9	Appointment of Mr B K Singal (DIN: 07753602) as Director of the Company, liable to retire by rotation
10	Issue of Secured Redeemable Non-Convertible Debentures for an aggregate amount of upto ₹ 100 billion on a private placement basis
11	Alteration in Articles of Association of the Company

Signed this _____ day of September __, 2017

Signature of the Shareholder : _____

Signature of Proxy holder(s) : _____



Note :

- (1) 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.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

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Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051
Tel : +91 22 2653 3333 | Fax : +91 22 2653 3042
CIN : U65990MH1987PLC044571

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

Registered Folio No. / DP ID /Client ID	:	
Name of the Member(s)	:	
Address	:	
Joint Holder 1	:	
Joint Holder 2	:	

I hereby record my presence at the Thirtieth Annual General Meeting of Infrastructure Leasing & Financial Services Limited held at the Registered Office of the Company, The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 on Tuesday, September 26, 2017 at 11.00 am

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____