

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: L65990MH1987PLC044571
Website: www.ilfsindia.com

NOTICE OF THE THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second Annual General Meeting (“AGM”) of the Members of Infrastructure Leasing & Financial Services Limited will be held at the Hotel Rangsharda, K C Marg, near Lilavati Hospital, Nityanand Nagar, ONGC Colony, Bandra West, Mumbai - 400050, on Tuesday, December 31, 2019, at 10.00 am to transact the following business :

ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon;

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

Shekhar Prabhudesai
Company Secretary

Registered Office:

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

Date : December 04, 2019

Place : Mumbai

Notes:

The Company has been facing capacity issues due to loss of key employees while meeting the need for servicing information requirements and providing clarifications to multiple investigating agencies, providing information to enable the ongoing asset monetisation and restructuring activities and meeting ‘going concern’ requirements. Further, challenges are being faced by the respective subsidiaries in terms of valuation of underlying assets, inadequate number of Directors on the Boards of a few companies, dealing with casual vacancy of Statutory Auditors and extended timelines for finalizing and adopting audited financial statements. In view of the above, the Financial Statements of the subsidiary companies will not be available before the Annual General Meeting of the Company. Accordingly, the Company is unable to provide its Consolidated Financial Statement and salient features of the Financial Statements of the Company’s subsidiaries and Joint Ventures in Form AOC-1 as required under Section 129(3) of the Companies Act, 2013 read with Companies (Accounts)

Rules, 2014. Further, an application is being made to the competent authority seeking an exemption for the Company from presenting its consolidated financial statement.

Other Notes:

- A. 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
- B. 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
- C. 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.
- D. Proxy shall not vote, except on a Poll
- E. All documents referred to in the Notice 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 on any working day (except Saturday) and shall be accessible to the person attending the meeting
- F. 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 meeting.
- G. 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
- H. 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
- I. Electronic copy of the Annual Report for FY 2019 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 2019 is being sent in the permitted mode.

- J. Those who became Member of the Company after despatch of AGM Notice but on or before cut-off date Tuesday, December 24, 2019 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
- K. The Members are requested to bring their copy of the Annual Report to the Annual General Meeting
- L. 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 Thirty Second 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 ballot paper shall also be made available to those shareholders who will be 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 Mehta & Mehta, Company Secretaries 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:
 - (i) The voting period begins on **Saturday, December 28, 2019 at 9.00 am (IST) and ends on Monday, December 30, 2019 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 (record date), December 24, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 Address Stick indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.
- (xix) 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.
- (xx) 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 i.e. Tuesday, December 24, 2019.
- (6) The Scrutinizer shall after scrutinizing the votes cast at the AGM through ballot papers 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 website of CDSL.

- (7) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM i.e. December 31, 2019
- (8) Please keep your e-mail id and bank details updated with your DP, to receive timely communications electronically
- (9) Road map to reach to the venue of the Meeting from the nearest railway stations is provided below:



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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	:	L65990MH1987PLC044571		
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		Signature	
	Address			
	E-mail Id		Signature	
	Or failing him			
2	Name		Signature	
	Address			
	E-mail ID		Signature	
	Or failing him			
3	Name		Signature	
	Address			
	E-mail ID			

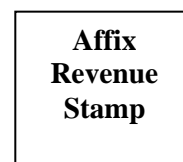
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Company to be held on Tuesday, December 31, 2019 at 10.00 am at the Hotel Rangsharda, K C Marg, near Lilavati Hospital, Nityanand Nagar, ONGC Colony, Bandra West, Mumbai, Maharashtra 400050 and at any adjournment thereof in respect of such resolutions as are indicted below:

NO	RESOLUTIONS
	ORDINARY BUSINESS
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon

Signed this _____ day of December, 2019

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.

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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 Thirty Second Annual General Meeting of Infrastructure Leasing & Financial Services Limited held at Hotel Rangsharda, K C Marg, near Lilavati Hospital, Nityanand Nagar, ONGC Colony, Bandra West, Mumbai, Maharashtra 400050 on Tuesday, December 31, 2019 at 10.00 am.

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____