

**IL&FS Skills Development Corporation Limited**  
**Registered office:** 2<sup>nd</sup> floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army R&R Hospital, New Delhi:- 110057  
**Corporate office:** 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> floor, NTBCL Building, Toll Plaza, DND Flyway, Noida 201301, U.P  
**Corporate Identification Number:** U80904DL2011PLC213135, **website:** [www.ilfsskills.com](http://www.ilfsskills.com)  
**Phone:** 0120-2459200 **Fax:** 0120-2459201

---

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the Extra Ordinary General Meeting (EOGM) of the Members of the Company will be held on Friday, February 19, 2016 at 11.00 am at the Registered Office of the Company in Meeting Room, Niryat Bhawan, 2<sup>nd</sup> Floor, Rao Tula Ram Marg, New Delhi – 110057 to transact the following Businesses:-

### SPECIAL BUSINESS:

#### (1) To increase the Authorised Share Capital of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from 400 mn (Rupees Four Hundred Million only) divided into 40,000,000 (Four Crore) equity shares of Rs 10/- (Rupees Ten) to Rs 550 mn (Rupees Five Hundred and Fifty Million only) divided into 55,000,000 (Five Crore Fifty Lacs) equity shares of Rs 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following Clause V:

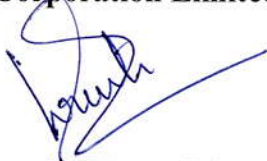
- V. The Share Capital of the Company is Rs. 550 mn (Rupees Five Hundred and Fifty Million only) divided into 55,000,000 (Five Crore Fifty Lacs) equity shares of Rs 10/- each

“The Authorised Share Capital of the Company is Rs. 550 mn (Rupees Five Hundred and Fifty Million only) divided into 55,000,000 (Five Crore Fifty Lacs) equity shares of Rs 10/- (Rupees Ten) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights,

privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such right, privileges to conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislature provisions for the time being in force in that behalf”

**“RESOLVED FURTHER THAT** any Directors or Ms. Shruti Dharmadhikari, Company Secretary or Ms. Daisy Khanna, Authorized signatory of the Company or be and are hereby authorized jointly or severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”

**By orders of the board  
For IL&FS Skills Development Corporation Limited**



**Shruti Dharmadhikari  
(Company Secretary)  
M. No. A26643**

**Registered Office:**

2<sup>nd</sup> Floor, Niryat Bhawan,  
Opp Army Hospital Research & Referral,  
Rao Tula Ram Marg New Delhi - 110 057

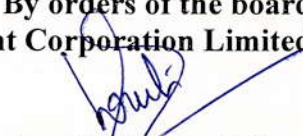
Date: February 11, 2016



**NOTES:-**

- (a) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto
- (b) A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company duly filled, stamped and signed at least 48 hours before the time of the meeting
- (c) Corporate members intending to send their authorized representative (s) to attend the Meeting are requested to send to the Registered Office of the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting
- (d) Members are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue
- (e) Members are requested to notify any change in their address to the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number
- (f) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Office at 2<sup>nd</sup> Floor, NTBCL Building, Toll Plaza, DND Flyway, NOIDA: 201 301, Uttar Pradesh. INDIA, on all working days between 11.00 a.m. and 1.00 p.m upto the date of the Extraordinary General Meeting
- (g) In accordance with section 20 of the Companies Act, 2013, service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Notice has been sent to members having E-mail Id registered with the Company unless any member has requested for a hard copy of the same

**By orders of the board  
For IL&FS Skills Development Corporation Limited**

  
**Shrutika Dharmadhikari  
(Company Secretary)  
M. No. A26643**

**Registered Office:**

2<sup>nd</sup> Floor, Niryat Bhawan,  
Opp Army Hospital Research & Referral,  
Rao Tula Ram Marg New Delhi - 110 057

Date: February 11, 2016

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 1**

As per the business plan and pursuant to the increase in operations of the Company, the Company may go in augmentation of the equity capital base to finance the proposed projects. In order to go in for any such issue, the authorised Share Capital of the Company should be adequately increased to accommodate the proposed augmentation of the capital base. The above changed proposed will necessitate to the Capital Clause of the memorandum of Association of the Company

The Board of Directors recommends the resolution set out at Item no.1 of the notice for your approval

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Resolutions mentioned at Items No. 1 of the Notice

**By orders of the board  
For IL&FS Skills Development Corporation Limited**



**Shruti Dharmadhikari  
(Company Secretary)  
M. No. A26643**

**Registered Office:**

2<sup>nd</sup> Floor, Niryat Bhawan,  
Opp Army Hospital Research & Referral,  
Rao Tula Ram Marg New Delhi - 110 057

Date: February 11, 2016

**IL&FS Skills Development Corporation Limited**  
**Registered office:** 2<sup>nd</sup> floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army R&R Hospital, New Delhi:- 110057  
**Corporate office:** 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> floor, NTBCL Building, Toll Plaza, DND Flyway, Noida 201301, U.P  
**Corporate Identification Number:** U80904DL2011PLC213135, **website:** [www.ilfsskills.com](http://www.ilfsskills.com)  
**Phone:** 0120-2459200**Fax:** 0120-2459201

**ATTENDANCE SLIP**

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No..... No. of Shares held .....

Client ID ..... DP ID .....

Full Name(s) of Member / Joint Members

1..... 2.....

3..... 4.....

Full Name of the Proxy if attending the meeting .....

I hereby record my presence at the Extraordinary General Meeting of IL&FS Skills Development Corporation Limited held on Friday, February 19, 2016 at 11.00 am at the Registered Office of the Company in Meeting Room, Niryat Bhawan, 2<sup>nd</sup> Floor, Rao Tula Ram Marg, New Delhi – 110057

.....

Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.



**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: U80904DL2011PLC213135

Name of the Company: IL&FS Skills Development Corporation Limited

Registered Office: Niryat Bhawan, 2<sup>nd</sup> Floor, Rao Tula Ram Marg, New Delhi – 110057

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 Extraordinary General Meeting of the Company, to be held on Friday, February 19, 2016 at 11.00 am at the Registered Office of the Company in Meeting Room, Niryat Bhawan, 2<sup>nd</sup> Floor, Rao Tula Ram Marg, New Delhi – 110057 and at any adjournment thereof in respect of Special resolution as indicated below:

Resolution No.	Resolution	Number of shares held	For	Against
<b>Special Business</b>				
1.				
2.				

Signed this..... Day of ..... 2016

Affix Revenue Stamp
---------------------------

Signatures of shareholder .....

Signatures of Proxy holder(s).....

**Note:**

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting
2. A Proxy need not be a member of the Company
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members
4. The form of Proxy confers authority to demand or join in demanding a poll
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting