

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of IL&FS Skills Development Corporation Limited will be held on Friday, March 20, 2015 at 11.00 A.M at 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opposite Army Hospital Research and Referral, New Delhi 110057 to transact the following special business:

SPECIAL BUSINESS:

(1) Appointment of Mr. RCM Reddy as Managing Director

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 Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Government and such other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the appointment and remuneration Mr. Ramireddy Chandra Mowleeswar Reddy (DIN: 00060073), as the Managing Director of the Company for a period of five (5) years with effect from January 20, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. RCM Reddy”

“RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) 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”

(2) Appointment of Mr. A Sakthivel as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. A Sakthivel (DIN 00027485), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from March 20, 2015 to March 19, 2020 and shall not be liable to retire by rotation”

“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”

(3) Appointment of Mr. Sudhir G Mankad as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Sudhir Mankad (DIN 00086077), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from March 20, 2015 to March 19, 2020 and shall not be liable to retire by rotation”

“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”

(4) Appointment of Mr. Arvind Malhotra as a Director of the Company and as an Independent Director

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

“RESOLVED THAT Mr. Arvind Malhotra (DIN: 01312057), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f February 10, 2015 under Section 161(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules 2014, who 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 Act signifying his intention to propose the candidature of Mr. Arvind Malhotra for the office of Director be and is hereby appointed as a Director of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Arvind Malhotra (DIN: 01312057), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from March 20, 2015 to March 19, 2020 and who shall not be liable to retire by rotation”

“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”

(5) Appointment of Mr. K K Iyer as a Director of the Company and Nominee Director

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

“RESOLVED THAT Mr. Kumar Krishnan Iyer (DIN: 01865617), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f February 10, 2015 under Section 161(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules 2014, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act

signifying his intention to propose the candidature of Mr. Kumar Krishnan Iyer for the office of Director of the Company, be and is hereby appointed as Nominee Director, whose period of office shall not be liable to determination by retirement of directors by rotation”

“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”

(6) 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 Authorized Share Capital of the Company be and is hereby increased from Rs 350,000,000/- (Rupees Thirty Five Crores only) divided into 35,000,000 equity shares of Rs 10/- each to Rs 400,000,000/- (Rupees Forty Crores only) divided into 40,000,000 equity shares of Rs 10/- each by creation of 5,000,000 (Fifty Lacs) equity shares of Rs 10/- 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. 400,000,000/- (Rupees Forty Crores only) divided into 40,000,000 equity shares of Rs 10/- each

“The Authorised Share Capital of the Company is Rs. 400,000,000/- (Rupees Forty Crores only) divided into 40,000,000 (Four Crores) 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”

For IL&FS Skills Development Corporation Limited



Shruti Dharmadhikari
Company Secretary

February 10, 2015
New Delhi

Notes

- (1) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto**
- (2) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the Extraordinary General Meeting**
- (3) 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 at least 48 hours before the time of the meeting**
- (4) 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**
- (5) Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.**
- (6) 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**

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

Item No. 1

The Board of Directors of the Company in their meeting held on 20th January, 2012 and pursuant to the provisions of section 198, 269, 309 along with any other provisions, if applicable, read with Schedule XIII of the Companies Act, 1956, and subject to the approval of the members, appointed Mr. RCM Reddy, as the Managing Director of the Company for a period of three years with effect from 20th January, 2012 to 19th Jan, 2015. The Board of Directors in their Meeting held on February 10, 2015 and subject to the approval of share holders, accorded their approval to re-appoint Mr. RCM Reddy as a Managing Directors for further period of five (5) years with effect from January 20, 2015 upon the terms and conditions and remuneration hereinafter indicated

Mr. RCM Reddy (an Ex- IAS Officer) holds Masters in Urban and Regional Planning with a Bachelor Degree in Civil Engineering from School of Planning and architecture (SPA), New Delhi. Graduation in (Bachelor Degree) Civil Engineering, Shri Venkateswara University, Tirupati, Andhra Pradesh. While in IAS, Mr. Reddy worked with Government of India, Government of Tripura, and several multi/bi lateral International institutions like National Expert, United Nations Industrial Development Organisation (UNIDO). Project Advisor, World Bank Assisted Rubber project and Managing Director. UNDP, GTZ, KfW etc. Member secretary (CEO), Textiles Committee, Government of India, Mumbai, (with additional charge as Joint Textile Commissioner to Govt. of India), Director of State Institute of Public Administration and Rural Development (SIPARD)

Mr. RCM Reddy is also a Managing Director of IL&FS Education & Technology Services Limited, which is the holding Company having total share holding of 73% . Both the Companies are providing services in the area of training and development and are catering to different strata of customers with the similar products albeit with the same objective. To have further development and growth, it would be prudent to have common Managing Director who can not only align the business objectives but also optimize resource utilization across the companies. As the Managing Director, Mr. Reddy is responsible for the day to day operations and performance of all the regions and overseeing key corporate functions

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

Except, Mr. RCM Reddy, no Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. RCM Reddy

Item No. 2, 3 & 4

Mr. A Sakthivel and Mr. Sudhir G Mankad were appointed as Non-Executive Directors of the Company, who were liable to retire by rotation under the applicable provisions of the Companies Act, 1956. Mr. Arvind Malhotra was appointed by the Board of Directors as an Additional Director on February 10, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013. As required under Section 160 of the Act, the Company has received notices in writing from members alongwith the requisite amount of deposit proposing the candidature of Mr. Arvind Malhotra for the office of Director of the Company. The above Directors are Independent Directors within the meaning of Companies Act, 2013

According to the provisions of Section 149 (4) read with rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013, unlisted public Companies shall have at least two Directors as Independent Directors, who are not liable to retire by rotation. In compliance with the provisions of the said section read with Schedule IV of the Act, it is now proposed to appoint the above named Directors as Independent Directors under the Companies Act, 2013

The Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder, for appointment as Independent Directors and they are independent of the management. Pursuant to the declaration of independence, the present composition of the Board of Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013

A Copy of draft offer letter for the appointment of the above Directors as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during the normal business hours on all working days, upto the date of the Extraordinary General Meeting

The brief profile of the Directors proposed to be appointed as an Independent Director as per the provisions of the Companies Act, 2013 are as under;

Mr. A. Sakthivel

Dr. A Sakthivel is Diploma in Automobile Engineering and Bharathiyar University, Coimbatore conferred Degree of Doctor of Literature (Honoris Causa) on Dr. A. Sakthivel at

the Twenty Seventh Convocation held on the 24th November, 2011 for his Pivotal role in motivating many enterprising and capable youngsters to make a career in export, his dedicated involvement in visionary projects and initiatives and his immeasurable contribution to the growth of industry and to the development of the society

Dr. Sakthivel also played a vital role in organising a seminar jointly by TEA, UNIDO and ITC, Geneva on “Competitiveness through Export Clustering Strategic Considerations” in Tirupur between 11th and 13th April, 2005 in which representatives and delegates from seven countries participated. He was a member of the Indian delegation that visited the United Kingdom and Finland under the leadership of the Honourable Prime Minister of India Dr. Manmohan Singh in the year 2007. Similarly, he was a member of the Indian delegation to France, led by Mr. Kamalnath, Minister for Commerce and Industry, in the year 2007

He was also a member of the Indian delegation that visited several countries with the Honourable Minister for Textiles and the Honourable Secretary of Textiles. Tirupur Exporter Association (TEA) has earned international reputation under his dynamic presidentship

Mr. Sudhir G Mankad

Mr. Mankad is MA (History), 1969, St Stephen's College, Delhi University. Diploma in Development Studies, 1980, Cambridge University. He was as an Indian Administrative Service (IAS) officer, 1971-2007. During his tenure as an IAS officer, he worked at various important positions, under Government of India, namely Additional Secretary, Department of Economic Affairs, Ministry of Finance, Additional Secretary and Financial Advisor, Ministry of Agriculture, Joint Secretary, Higher Education, Ministry of Human Resource Development. He was also a principal secretary in Finance Department and Education Department, under Government of Gujarat

Mr. Arvind Malhotra:

Mr. Malhotra holds a Bachelor degree in Commerce (Honors). He has Directorship in Viswaat Chemical Limited, IL&FS Education & Technology Services Limited & Goldberg India Pvt. Limited

The Board of Directors recommends the resolution set out at Item no.2, 3 & 4 of the notice for your approval

The above Independent Directors are interested in the Resolutions mentioned at Item Nos. 2, 3 & 4 of the Notice with regard to their respective appointments. Other than the above Independent Directors, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Resolutions mentioned at Items Nos. 2,3 & 4 of the Notice

Item No. 5

Mr. K K Iyer has been appointed w.e.f February 10, 2015 as Additional Director representing Lexington Equity Holdings Limited (Share holder of IL&FS Education & Technology Limited) in terms of the provisions of section 161 of the Companies Act, 2013. The Company being a subsidiary of IL&FS Education & Technology Services Limited

The Board of Directors recommends the resolution set out at Item no.4 of the notice for your approval

Except Mr. K K Iyer, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Resolutions mentioned at Items No. 4 of the Notice

Item No. 6

As per the revised business plan, 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.5 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. 4 of the Notice

For IL&FS Skills Development Corporation Limited

February 10, 2015
New Delhi



Shruti Dharmadhikari
Company Secretary

ATTENDANCE SLIP

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

I hereby record my presence at the Extraordinary General Meeting of IL&FS Skills Development Corporation Limited held on Monday, March 20, 2015 at the Registered Office of the Company at Meeting Room, 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, New Delhi – 110057 at 11:00 A.M

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:

Name of the Company:

Registered Office:

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

I/we, being the member (s) of Shares of the above named company, hereby appoint

1. Name:

Address:

E-mail ID:

Signatures:, or failing him

2. Name:

Address:

E-mail ID:

Signatures:, or failing him

3. Name:

Address:

E-mail ID:

Signatures:, or failing him

IL&FS SKILLS DEVELOPMENT CORPORATION LIMITED
Registered Office: 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, New Delhi – 110057
CIN: - U80904DL2011PLC213135

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 the March 20, 2015, at 11.00 A.M. at Meeting Room Niryat Bhawan, 2nd Floor, Rao Tula Ram Marg, Opposite Army R & R Hospital, New Delhi: - 110057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.
2.
3.

Signed this..... Day of 20.....

Signatures of shareholder

Affix Revenue Stamp

Signatures 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