

IL&FS Skills Development Corporation Limited

Registered office: D-114, Okhla industrial Area, Phase-I, New Delhi-110020

Corporate office: 1st, 2nd and 3rd floor, NTBCL Building, Toll Plaza, DND Flyway, Noida 201301, U.P

Corporate Identification Number: U80904DL2011PLC213135, **website:** www.ilfsskills.com

Phone: 0120-2459200 **Fax:** 0120-2459201

NOTICE OF THE 8th ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, September 25, 2018 at 11:00 am at the Registered Office of the Company at Meeting Room, D-114, Okhla Industrial Area, Phase-I, New Delhi-110020, to transact the following Businesses: -

ORDINARY BUSINESS:

- (1) To receive, consider, approve and adopt the Directors' Report, Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the period ended as on that date together with the Reports of the Directors and the Auditors thereon
- (2) To declare the final dividend for financial year ended March 31, 2018
- (3) To considered and approve the re-appointment of Mr Alok Bhargava (DIN:- 00162746), who shall be liable to retire by rotation at the ensuing AGM

SPECIAL BUSINESS:

- (4) To appoint Mr. Hari Sankaran as the Director of the Company

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

“RESOLVED THAT Mr. Hari Sankaran (DIN: 00002386) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 20, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), 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 her candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation in terms of Section 152 of the Act and any other applicable provisions, if any”

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- (5) To ratify the remuneration payable to Cost Auditor of the Company for FY 2019

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 Section 148 of the Companies Act 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Garg & Co., Cost Accountants (Firm Registration No. 103969), appointed as cost auditors by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2019 be paid ₹100,000/- (Rupees One Lakh Only), plus out of pocket expenses and applicable taxes, if any”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary to give effect to the above resolution.”

By orders of the Board
IL&FS Skills Development Corporation Limited



Pankaj Kumar
Company Secretary
Membership No.:- A35483

Date: August 20, 2018

Place: New Delhi

Registered Office

D-114, Okhla Industrial Area, Phase-I

New Delhi: - 110020

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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 Annual 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 registered office and copies are also available at corporate office situated at 2nd Floor, NTBCL Building, Toll Plaza, DND Flyway, Noida, Uttar Pradesh: -201301, on all working days between 9.00 a.m. and 6.00 p.m upto the date of the Annual 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
- (h) Route map to the venue of the meeting is appended at the end of this Notice

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The following Explanatory Statement set out the material facts as required under Section 102 of the Companies Act, 2013

Item No. 4

Pursuant to Section 161 of the Companies Act, 2013, (the Act), Mr. Hari Sankaran was appointed as an Additional Director at the Board Meeting held on August 20, 2018

Mr. Hari Sankaran holds office till the date of this Annual General Meeting. The Company has received a notice in writing in accordance with Section 161 of the Act from one of its Members signifying his intention to propose candidature of Mr. Hari Sankaran for the office of Director, liable to retire by rotation

No director, key managerial personnel or their relatives, except Mr. Hari Sankaran to whom the resolution relates, is interested or concerned in the resolution

The Directors recommend the Resolution at Item No. 4 for the approval of Members

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved at their meeting held on August 20, 2018, the appointment of M/s Garg & Co., Cost Accountants, New Delhi (Firm Registration No.103969) as Cost Auditors, to conduct the audit of the cost records of the Company pertaining to Education Services covered by Item B of Rule 3 of Companies (Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2019

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is being sought for passing the resolution as set out in Item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019

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The Board recommends the passing of the resolution as set out at Item No. 4 as an ordinary resolution

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution

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



**Pankaj Kumar
Company Secretary
Membership No.:- A35483**

Date: August 20, 2018

Place: New Delhi

Registered Office

D-114, Okhla Industrial Area, Phase-I

New Delhi: - 110020

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Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

Particulars	Alok Bhargava	Hari Sankaran
Age	58 Years	56 Years
Qualifications	Completed Education from Indian Institute of Management, Ahmedabad and The Indian Institute of Technology, New Delhi	Master's in economics from the London School of Economics and Political Science –London
Experience	25+ years	30+ years
Terms and conditions of appointment or re-appointment	Non – Executive Director liable to retire by rotation	Non – Executive Director, liable to retire by rotation
Last drawn remuneration	NIL	NIL
Date of first appointment on the Board	02/05/2011	21/01/2010
No. of share held	NIL	NIL
Relationship with Directors, Managers & KMP	Unrelated	Unrelated
Number of Board Meeting attended during FY 2019	Four (4)	-

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<p>Other Directorship</p>	<ol style="list-style-type: none"> 1. IL&FS Environment Infrastructure and Services Limited 2. National Institute for Smart Government 3. IL&FS Academy of Applied Development 4. IL&FS Technologies Limited 5. Syniverse Technologies (India) Private Limited 6. ISSL CPG BPO Private Limited (Formerly Critical Paradigm Gestalt BPO Private Limited) 	<ol style="list-style-type: none"> 1. Infrastructure Leasing & Financial Services Limited 2. IL&FS Energy Development Company Limited 3. IL&FS Financial Services Limited 4. IL&FS Transportation Networks Limited 5. Gujarat International Finance Tec-City Company Limited 6. IL&FS Environmental Infrastructure and Services Limited 7. Elsamex S.A, Foreign Company 8. Land Registration Systems Inc. Philippines 9. Andhra Pradesh Urban Infrastructure Asset Management Limited 10. IL&FS Investment Managers Limited 11. IL&FS Africa Infrastructure Development Ltd 12. Miracfeet Foundation for Eliminating Clubfoot
<p>Chairman/ Member of the Committees of Boards of other companies</p>	<ol style="list-style-type: none"> 1. <u>IL&FS Environment Infrastructure and Services Limited</u> <ul style="list-style-type: none"> • Member of Audit Committee • Chairman of Nomination & Remuneration Committee • Member of Allotment & Transfer Committee • Member of CSR Committee • Member of Committee of Director 	<ol style="list-style-type: none"> 1. <u>Infrastructure Leasing & Financial Services Limited</u> <ul style="list-style-type: none"> • Chairman of Group Credit Committee • Member of Committee of Directors • Member of Corporate Social Responsibility Committee • Member of Initial Public Offer Committee • Member of Corporate Affairs Committee

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	<p>2. <u>Syniverse Technologies (India) Private Limited</u></p> <ul style="list-style-type: none"> • Member of CSR Committee <p>3. <u>IL&FS Technologies Limited</u></p> <ul style="list-style-type: none"> • Chairman of Audit Committee • Member of CSR Committee • Member of Share Allotment cum Transfer Committee 	<ul style="list-style-type: none"> • Member of Compliance Committee for Insider Trading • Member of Administrative Committee • Member of Allotment Committee • Member of Nomination & Remuneration Committee <p>2. <u>IL & FS Financial Services Limited</u></p> <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Member of Nomination Committee • Member of Risk Management Committee • Member of Committee of Directors • Member of Disciplinary Committee • Member of Investment Committee • Member of Corporate Social Responsibility Committee <p>3. <u>IL&FS Environmental Infrastructure and Services Limited</u></p> <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee <p>4. <u>IL & FS Energy Development Company Limited</u></p> <ul style="list-style-type: none"> • Chairman of Corporate Social Responsibility Committee
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	<ul style="list-style-type: none"> • Member of Audit Committee • Member of Nomination and Remuneration Committee • Member of Committee of Directors • Member of Initial Public Offer Committee • Related Party Review Committee
	<p>5. <u>IL & FS Investment Managers Limited</u></p> <ul style="list-style-type: none"> • Member of Corporate Social Responsibility Committee • Member of Nomination and Remuneration Committee
	<p>6. <u>IL & FS Transportation Networks Limited</u></p> <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Member of Committee of Directors
	<p>7. <u>Andhra Pradesh Urban Infrastructure Asset Management Limited</u></p> <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Member of Committee of Directors

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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 Annual General Meeting of IL&FS Skills Development Corporation Limited held on Tuesday, September 25, 2018 at 11:00 am at the Registered Office of the Company in Meeting Room, D-114, Okhla Industrial Area, Phase-I, New Delhi-110020

.....

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.

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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: D-114, Okhla industrial Area, Phase-I, New Delhi-110020

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 Annual General Meeting of the Company, to be held on Tuesday, September 25, 2018 at 11:00 am at the Registered Office of the Company in Meeting Room, D-114, Okhla industrial Area, Phase-I, New Delhi-110020 and at any adjournment thereof in respect of Special resolution as indicated below:

Resolution No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.	To receive, consider, approve and adopt the Directors' Report, Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the period ended as on that date together with the Reports of the Directors and the Auditors thereon			
2.	To declare the final dividend for financial year ended March 31, 2018			

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3.	To considered and approve the re-appointment of Mr Alok Bhargava (DIN:- 00162746), who shall be liable to retire by rotation at the ensuing AGM			
Special Business				
4.	To appoint Mr Hari Sankaran as an Director of the Company			
5.	To ratify the remuneration payable to Cost Auditor of the Company for FY 2019			

Signed this..... Day of 2018

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

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