

**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

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### **NOTICE OF THE 7<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 7th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, June 27, 2017 at 11.00 am at the Registered Office of the Company at Meeting Room, Niryat Bhawan, 2nd Floor, Rao Tula Ram Marg, New Delhi – 110057 to transact the following Businesses:-

#### **ORDINARY BUSINESS:**

- (1) To receive, consider, approve and adopt the Directors' Report, Audited Balance Sheet as at March 31, 2017 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, 2017
- (3) To appoint Mr. Alok Bhargava (holding DIN 00162746) as a Director who retires by rotation and, being eligible, offers himself for re-appointment
- (4) To ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Gurgaon, Haryana, as Statutory Auditors of the Company and to fix their remuneration

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

**“RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee and further, recommendations of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on August 4, 2014, the appointment of Deloitte Haskins & Sells, Chartered Accountants (registration No. 015125/N) as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held for FY 2019, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018”

**SPECIAL BUSINESS:**

- (5) **To approve the payment of remuneration to Mr. RCM Reddy, Managing Director of the Company as per the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to Section 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including and statutory modification(s) or re-enactment thereof, for the time being in force) and the application rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Nomination & Remuneration Committee, Central Government and subject to such conditions and modification as may be prescribed or imposed by the Central Government while granting such approval, approval of the Shareholders be and is hereby accorded, for the remuneration payable to, including increase in remuneration and/or waiver of refund of excess remuneration and/ or the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of appointment of Mr. RCM Reddy, Managing Director of the Company, for a remaining period of his tenure upto January 2020 for a remuneration not exceeding Rs. 20 mn p.a (Rupees Twenty Million only) inclusive of any remuneration by way of performance based rewards/ incentives, in addition to the salary”

**“RESOLVED FURTHER THAT** any Directors, Ms. Prarthana Agarwal, Chief Financial Officer, Ms. Shruti Dharmadhikari, Company Secretary, Mr. Ravishankar Raman, Human Resource Head, Ms. Daisy Khanna, Authorized signatory of the Company or be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, required or incidental thereto, in this regards including but not limited to filing of requisite application/ forms/ report, etc with the Ministry of Corporate Affairs or with such other authorities as may be required for giving effects to this resolution”

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

  
Shruti Dharmadhikari  
(Company Secretary)

M. No. A26643

Date: June 5, 2017  
Place: New Delhi

**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 Office at 2<sup>nd</sup> Floor, NTBCL Building, Toll Plaza, DND Flyway, NOIDA: 201 301, Uttar Pradesh. INDIA, on all working days between 9.00 a.m. and 5.00 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

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

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

**Item No. 5**

Pursuant to the provision of Section 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 the Board in its meeting held on February 10, 2015 had approved the re-appointment of Mr. RCM Reddy as Managing Director of the Company for a period of Five (5) years w.e.f. January 20, 2015 to January 19, 2020 at a remuneration upto a limit of Rs. 20 mn in any financial years as may be decided by the Remuneration and Nomination Committee from time to time as per the provisions of the Companies Act, 2013

In order to approve the above remuneration, Special Resolution is required to be passed by the members of the Company. Hence the Board recommends the said enabling resolution for the approval of the members

The Board of Directors recommend the resolution set out in item 5 of the notice for your approval

The remuneration payable to the abovementioned Director is given below:

Fixed Compensation: basic salary: Up to a maximum of Rs. 20 mn pa (Rupees Twenty Million per anum) including Performance Linked Variable Remuneration (PLVR)

**Performance Linked Variable Remuneration (PLVR):**

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination & Remuneration Committee/Board of Directors of the Company based on the performance of the abovementioned Director for each year

**The following additional detailed information as per Section – II of Schedule V is as follows:**

|   |  |
|---|--|
| <b>I. General Information:</b>                    |  |
| (1) Nature of Industry                            | Service Sector   |
| (2) Date of commencement of commercial production | Business commenced in January 28, 2011, since the Company is into service sector, hence there is no date of Commercial |

|   |   |
|---|---|
|   | production  |
| (3) Financial performance                                     | <p>(a) <b><u>Financial performance:</u></b></p> <p>For the year ended March 31, 2017 Revenues of the Company were Rs 1,333mn and the Company reported a net profit of Rs 54 mn for the same period</p> <p>(b) <b><u>Foreign Investments and Collaborations</u></b></p> <p>The Company has not made any Foreign Investments and neither entered into any collaborations during the last year</p>   |
| II. Information about the appointee and remuneration proposed | <p>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)</p> <p>It is proposed to pay remuneration to Mr. RCM Reddy up to Rs. 20 mn p.a. (Rs Twenty Million per anum) for the</p> |

|  |  |
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|  | remaining tenure including Performance Linked Variable Remuneration (PLVR)   |
| III. Reasons for losses/inadequate profits and steps taken for improvement | <p>Reduction in revenue is primarily due to the following :</p> <ul style="list-style-type: none"> <li>- The profitability however has been largely muted as NSQF projects have low margins and under-utilization of the available capacity in the first half of FY 2017 due to delay in roll out of PMKVY Scheme</li> </ul> |

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

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

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

**Date: June 5, 2017  
Place: New Delhi**

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

|  |  |
|--|--|
| <b>Particulars</b>   | Mr Alok Bhargava   |
| <b>Age</b>   | 57 Years   |
| <b>Qualifications</b>  | Completed Education from Indian Institute of Management, Ahmedabad and The Indian Institute of Technology, New Delhi |
| <b>Experience</b>  | 25+  |
| <b>Terms and conditions of appointment or re-appointment</b> | Non – Executive Director, liable to retire by rotation   |
| <b>Last drawn remuneration</b>                               | NIL  |
| <b>Date of first appointment on the Board</b>                | 02/05/2011   |
| <b>No. of share held</b>                                     | NIL  |
| <b>Relationship with Directors, Managers &amp; KMP</b>       | Unrelated  |
| <b>Number of Board Meeting attended during FY 2017</b>       | 3  |

|  |   |
|--|---|
| <p>Other Directorship</p>  | <ol style="list-style-type: none"> <li>1. IL&amp;FS Environment Infrastructure and Services Limited</li> <li>2. National Institute for Smart Government</li> <li>3. IL&amp;FS Skills Development Corporation Limited</li> <li>4. IL&amp;FS Renewable Energy Limited</li> <li>5. ISSL Market Services Limited</li> <li>6. IL&amp;FS Academy of Applied Development</li> <li>7. IL&amp;FS Technologies Limited</li> <li>8. Syniverse Technologies (India) Private Limited</li> <li>9. ISSL CPG BPO Private Limited (Formerly Critical Paradigm Gestalt BPO Private Limited)</li> </ol>  |
| <p>Chairman/ Member of the Committees of Boards of other companies</p> | <ol style="list-style-type: none"> <li>1. <b><u>IL&amp;FS Environment Infrastructure and Services Limited</u></b> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Chairman of Nomination &amp; Remuneration Committee</li> <li>• Member of Allotment &amp; Transfer Committee</li> <li>• Member of CSR Committee</li> <li>• Member of Committee of Director</li> </ul> </li> <li>2. <b><u>IL&amp;FS Skills Development Corporation Limited</u></b> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Committee of Director</li> <li>• Member of Nomination &amp; Remuneration Committee</li> <li>• Member of CSR Committee</li> <li>• Member of Share Allotment cum Transfer Committee</li> </ul> </li> </ol> |



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| <p><b><u>3. IL&amp;FS Renewable Energy Limited</u></b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Committee of Director</li> <li>• Member of CSR Committee</li> </ul> <p><b><u>4. ISSL Market Services Limited</u></b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul> <p><b><u>5. Syniverse Technologies (India) Private Limited</u></b></p> <ul style="list-style-type: none"> <li>• Member of CSR Committee</li> </ul> <p><b><u>6. IL&amp;FS Technologies Limited</u></b></p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Chairman of CSR Committee</li> <li>• Member of Share Allotment cum Transfer Committee</li> </ul> |  |
|---|--|

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**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 Annual General Meeting of IL&FS Skills Development Corporation Limited held on Tuesday, June 27, 2017 at 11.00 am at the Registered Office of the Company in Meeting Room, NiryatBhawan, 2<sup>nd</sup> Floor, Rao Tula Ram Marg, New Delhi – 110057

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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 Annual General Meeting of the Company, to be held on Tuesday, June 27, 2017 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 ..... 2017

|                           |
|---------------------------|
| Affix<br>Revenue<br>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