

IL&FS Cluster Development Initiative Limited

(CIN - U70109DL2006PLC153767)

Regd. Office: 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, New Delhi – 110057
(Opposite Army Hospital Research and Referral)

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of the Company will be held on Tuesday, June 27, 2017 at the Registered Office of the Company, at Meeting Room, Niryat Bhawan, 2nd Floor, Rao Tula Ram Marg, New Delhi – 110057 at 02:00 pm 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 Auditors Report thereon
- (2) To declare the dividend for the financial year 2016-17 as recommended by the Board of Directors at their meeting held on May 15, 2017
- (3) To re-appoint Mr. Manu Kochhar (DIN:- 00007556) who is retiring by rotation and eligible for re-appointment
- (4) To ratify the appointment of statutory auditors of the Company, M/s Deloitte Haskins & Sells Chartered Accountants 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 Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (registration No. 015125/N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the board of directors may fix in this behalf”

SPECIAL BUSINESS

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

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

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“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, 2017 be paid Rs. 50,000/- (Rupees Fifty Thousand Only) plus out of pocket expenses and applicable taxes”

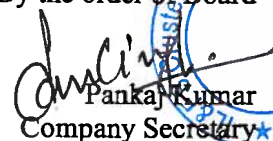
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary to give effect to the above resolution.”

- (6) To appoint Mr RCM Reddy as director of the Company

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

“RESOLVED THAT Mr RCM Reddy (DIN 00060073), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 15, 2017 in terms of Section 161(1) of the Companies Act, 2013 and Article 132 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation”

By the order of Board


Pankaj Kumar
Company Secretary

Membership No.:- A35483

Dated: - May 15, 2017

Registered Office
2nd Floor, Niryat Bhawan
Rao Tula Ram Marg, Opposite Army Research & Referral Hospital
New Delhi: - 110057

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NOTES:-

- (a) **A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself 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**
- (b) **During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company**
- (c) **The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting, will be paid within 30 days after the date of declaration to those shareholders whose name appear on the Company's Register of Member as on the date of Annual General Meeting**
- (d) **Members/ proxies are requested to bring their attendance slip duly filled in along with their copy of annual report to the meeting**
- (e) **The documents referred to in the accompanying notice and a list showing the names, addresses and occupations of the members of the company, and the number of shares held by them respectively, shall be open for inspection at the registered office of the company during the office hours between 11.00 a. m. to 1.00 p. m. on all working days except Saturdays and Sundays up to the date of the meeting and shall also be available at the venue of the meeting**
- (f) **An Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of Item no. 5 and 6 of the notice set out above, is annexed hereto**
- (g) **Route map to the venue of the meeting is appended at the end of this Notice**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved at their meeting held on July 28, 2016 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 vocational training covered by Item B of Rule 3 of Companies (Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2017

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The Board recommends the passing of the resolution as set out at Item No. 5 as an ordinary resolution

Item No.6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee through the circular resolution dated May 12, 2017, appointed Mr RCM Reddy (DIN: 00060073), as an Additional Director of the Company with effect from May 15, 2017, as per Section 161 of the Companies Act, 2013 read with Article 132 of the Articles of Association of the Company, he holds office only up to the date of the Annual General Meeting of the Company

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr RCM Reddy as a candidate for the office of Director

Except Mr RCM Reddy, none of the Director or Key Managerial Personnel or their relatives, in any way, concerned or interested in passing of the resolution set out at item no.6 of the notice

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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

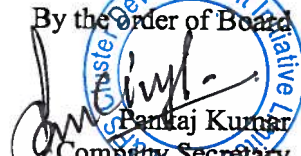
Particulars	Mr. RCM Reddy
Age	53 Years
Qualifications	Mr. RCM Reddy (an Ex- IAS Officer) holds Masters in Urban and Regional Planning with a Bachelor Degree in Civil Engineering from School of Planning and architecture (SPA), New Delhi. Graduation in (Bachelor Degree) Civil Engineering, Shri Venkateswara University, Tirupati, Andhra Pradesh
Experience	28 Year
Terms and conditions of appointment or re-appointment	Non – Executive Director, liable to retire by rotation
Last drawn remuneration	NIL
Date of first appointment on the Board	15/05/2017
No. of share held	Jointly with IL & FS Education & Technology Services Limited
Relationship with Directors, Managers & KMP	Unrelated
Number of Board Meeting attended during FY 2017	NIL
Other Directorship	<ol style="list-style-type: none"> 1. IL&FS Education and Technology Services Limited 2. APPTEx Marketing Services & Solutions Limited 3. Jharkhand e-Governance Solutions & Services Limited 4. Flora and Animal Resources Management Private Limited 5. Andhra Pradesh State Skill Development Corporation 6. Karnataka Enterprise Solution Limited 7. IL&FS Skills Development Corporation Limited 8. IL&FS Academy of Applied Development
Chairman/ Member of the Committees of Boards of other companies	<p>1. <u>IL&FS Education and Technology Services Limited</u></p> <ul style="list-style-type: none"> • Member of Share Allotment cum Transfer Committee • Member of CSR Committee • Member of Committee of Director

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	<p>2. <u>IL&FS Skills Development Corporation Limited</u></p> <ul style="list-style-type: none">• Member of Committee of Director• Member of CSR Committee• Member of Share Allotment cum Transfer Committee
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By the order of Board

Paritaj Kumar
Company Secretary
Membership No.: - A35483

Dated: - May 15, 2017

Registered Office
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ATTENDANCE SLIP

**ELEVENTH ANNUAL GENERAL MEETING
TUESDAY, JUNE 27, 2017
ATTENDANCE SLIP**

Folio No. /DP ID-Client ID No.:

No. of share(s) held:

Name of the Shareholder/Proxy:.....(IN BLOCK LETTERS)

Address:

.....
.....

I /we hereby record my /our presence at the Eleventh Annual General Meeting of IL&FS Cluster Development Initiative Limited held on Tuesday, June 27, 2017 at 02:00 pm at the Registered Office of the Company, Meeting Room, Niryat Bhawan, 2nd Floor, Rao Tula Ram Marg, New Delhi – 110057

.....
Signature of Shareholder/Proxy

Notes:

- (i) ***Please complete this attendance slip, sign and hand it over at the entrance of the meeting hall***
- (ii) ***Members are informed that no duplicate slips will be issued at the venue of the meeting and they are requested to bring this slip for the meeting***

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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:

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>
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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

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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company, to be held on Tuesday, June 27, 2017, at 02:00 pm 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.	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, 2017 and the Profit and Loss Account for the period ended as on that date together with the Auditors' Report thereon			
2.	To declare final dividend for financial year ended March 31, 2017			
3.	To re-appoint Mr. Manu Kochhar (DIN:-00007556) who is retiring by rotation and eligible for re-appointment			
4.	To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration			
Special Business				
5.	To ratify the remuneration payable to Cost Auditor of the Company			
6.	To appoint Mr RCM Reddy as director of the Company			

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

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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