

INTEGRATED CAPITAL SERVICES LIMITED

Restructuring Advisory and Support



NOTICE OF 27th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of the Members of Integrated Capital Services Limited will be held on Wednesday, 30th day of September, 2020 at 10:00 a.m.(IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following businesses as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheets of the Company as at March 31, 2020, the audited Profit and Loss Account of the Company for the year ended on that date, both on stand alone basis and on consolidated basis, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sajeve Deora (DIN: 00003305) who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. To consider alteration in Articles of Association 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 applicable provisions of Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for altering the Articles of Association of the Company, by insertion of the following Article as Article 128A in the Articles of Association of the Company:

Chairman Emeritus

Chairman Emeritus shall mean any person appointed as the Chairman Emeritus on the following terms:

- (i) The Chairman Emeritus shall hold office until he resigns from such position;
- (ii) The Chairman Emeritus shall be entitled to attend any meetings of the Board or any committee thereof and participate in the discussions on matters placed before the Board prior to the directors voting on such matters. However, the Chairman Emeritus shall not have any right to vote in the Board meetings or meetings of the committee thereof and shall not be deemed to be a party to any decision of the Board or committee thereof;
- (iii) The Chairman Emeritus shall be entitled to receive all notices of the Board meetings or meetings of the committees thereof, along with all other relevant documents (including the

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- agenda, notes to agenda, etc.), simultaneous to the same being sent to the directors of the Company prior to convening the Board meeting or meetings of the committees thereof;
- (iv) The Chairman Emeritus may provide guidance, mentorship and support to the Company and its Board and management and generally advise the Company/ Board/ management of the Company, from time to time;
 - (v) The advice provided by the Chairman Emeritus will not be binding on the Board/ Committees of the Board/ Company;
 - (vi) The Board may decide to make payment for any services rendered by the Chairman Emeritus to the Company;
 - (vii) The Chairman Emeritus, shall not be deemed to be a ‘director’ or ‘officer’ for the purposes of the Act or any other laws or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint;
 - (viii) Subject to applicable statutory provisions, the Board may decide to make payments and provide amenities and facilities to the Chairman Emeritus for any services rendered by the Chairman Emeritus towards the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds., matters and things as may be deemed necessary proper of giving effect to this resolution.”

4. Appointment of Mr. Khushvinder Singhal (DIN: 03044755) as an Independent 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 pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Khushvinder Singhal (DIN: 03044755), who was appointed as an Additional Director of the Company with effect from 31st July, 2020 by the Board of Directors, and who holds office upto the ensuing Annual General Meeting of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 31st July, 2020.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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5. Appointment of Ms. Kalpana Shukla (DIN: 00259156) as Director of the Company:

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Ms. Kalpana Shukla (DIN: 00259156), who was appointed as an Additional Director of the Company with effect from September 02, 2020 by the Board of Directors, and who holds office upto the ensuing annual general meeting of the Company be and is hereby appointed as a Director of the Company whose term of office shall be liable to be determined by rotation.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

By Order of the Board of Directors

Sajeve Deora
(DIN: 00003305)
Director

Date: 02nd September, 2020

Place: New Delhi

NOTES:

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 05th May, 2020 read with General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) the Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the 27th AGM of the Company is being held through V/OAVM on Wednesday, 30th September, 2020 at 10:00 am (IST).

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the

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Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip of AGM are not annexed to this notice.

2. Corporate members intending to appoint their authorized representatives to attend and vote on their behalf in the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf, by e-mail to contact@raas.co.in before the commencement of AGM.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under items nos. 3, 4 and 5 is annexed hereto.
5. Brief Resume and other relevant details of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, are provided in the Corporate Governance Report forming part of this Annual Report.
6. In line with the General Circular No. 20/2020 dated 5th May, 2020, issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2019-20 are available on the Company's website viz. www.raas.com and may also be accessed from the relevant section of the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also on the website of NSDL at www.evoting.nsdl.com.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') website at www.evoting.nsdl.com The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 28th AGM without restriction on account of first come first served basis.
8. The Register of Members and Share Transfer Books, both for equity and preference shareholders, shall remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of the AGM.

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9. In case of Joint Holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. For receiving all communication (including Notice and Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at contact@raas.co.in and
 - b. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.

Therefore, members who have not registered their e-mail IDs so far are requested to register their e-mail id address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, other statutory registers and other relevant documents referred to in the Notice and the Explanatory Statement will be available for inspection by the members up to the date of the AGM, at the Registered office of the Company, on all working days, except Saturdays and Sundays, between 10:00 a.m. and 12:00 p.m., and shall be electronically available during the meeting hours.
13. All queries relating to the accounts must be sent to the Company at its Registered Office at least ten days before the holding of the Annual General Meeting.
14. Mr. Rajesh Lakhanpal, Practicing Company Secretary, has been appointed as a scrutinizer to scrutinize the voting during the 27th AGM by electronic mode and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.
15. Members who have multiple accounts in identical names or joint accounts with the names of the holders in the same order are requested to intimate the Company/RTA the ledger folios of such accounts so as to enable the Company to consolidate all such shareholdings into one folio.
16. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company / Link Intime.

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17. Members are advised to not to leave their demat accounts dormant for long period.
18. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Link Intime.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the rules framed there under and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (as amended), and MCA Circulars, the Members are provided with the facility to cast their vote electronically in respect of the business to be transacted at the AGM of the Company, through the e- Voting services provided by NSDL, on all the resolutions set forth in the Notice. The facility of casting votes by a member using remote e-voting as well as the e-voting on the date of the AGM will be provided by NSDL.
20. The 27th AGM has been convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- a. **For Physical Shareholders:** to provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (contact@rass.co.in) or RTA email id.
- b. **For Demat Shareholders:** to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

Instructions for members for attending the AGM through VC/ OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.

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2. Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990.
4. It is advised to use stable Wi-Fi or LAN Connection to avoid any kind of glitches or any disturbance's during the meeting as participants may experience loss of Audio/Video connection due to fluctuation in network while connecting devices via mobile hotspot.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at contact@raas.co.in from 28th September, 2020 (9:00 a.m. IST) to 29th September, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The instructions for members for remote e-voting/ e-voting electronically are as under:

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system (remote e-voting), provided by NSDL.
- II. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on September 23, 2020. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- V. The remote e-voting period commences on Saturday, 26th September, 2020 (9:00 am) (IST) and ends on Wednesday, 29th September, 2020 (5:00 pm) (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:

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The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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- d) Members can also use the OTP (One Time Password) based login for casting votes on the e-voting system of NSDL.
- e) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- f) Now, you will have to click on “Login” button.
- g) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajesh@drassociates.org with a copy marked to evoting@nsdl.co.in.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned under Item No. 3, 4 and 5 of the accompanying Notice dated 2nd September, 2020:

Item No. 3:

As per the provisions of Section 14 of the Companies Act, 2013 (“the Act”), the Articles of Association of a Company can be amended with consent of Members of a company, by passing of a Special Resolution.

It is proposed to insert new Article 128A in the Articles of Association, after the existing Article 128, so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company’s business relates or in the public field, as Chairman Emeritus on the terms mentioned therein..

The Board of Directors recommends the resolution at item no. 3 of the Notice for approval of the members by way of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution no. 3

Item No. 4:

Mr. Khushvinder Singhal (DIN: 03044755) was appointed as an Additional Director of the Company in the category of Non-Executive, Independent Director w.e.f. July 31, 2020 by the Board of Directors and holds office up to the date of Annual General Meeting.

Mr. Khushvinder Singhal has confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act. In the opinion of the Board, Mr. Khushvinder Singhal fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

The brief profile of Mr. Khushvinder Singhal is given below:

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Mr. Khushvinder Singhal is a corporate professional with an experience of more than 25 years of working as company secretary and legal head of a reputed listed company.

None of the other Directors / Key Managerial Personnel of the Company/their relatives except Mr. Khushvinder Singhal is, in any way, concerned or interested, financially or otherwise, in resolution no. 4.

The Board of Directors recommends the resolution at item no. 4 of the Notice for approval of the members by way of Ordinary Resolution.

Item No. 5:

Ms. Kalpana Shukla (DIN: 00259156) is appointed as an Additional Director of the Company by the Board of Directors w.e.f. 02nd September, 2020 and holds office until the date of the Annual General Meeting.

Ms. Kalpana Shukla confirmed that she fulfils the conditions for being appointed as a Director as specified under applicable provisions of Company Act, 2013 and SEBI Listing Regulations. Ms Kalpana Shukla confirmed that she is not disqualified from being appointed as Director under Section 164 of Companies Act, 2013 and her term of office shall be liable to be determined by rotation.

Ms. Kalpana Shukla has confirmed that she is not disqualified from being appointed as Director under Section 164 of the Act. In the opinion of the Board.

The brief profile of Ms. Kalpana Shukla is given below:

Ms. Kalpana Shukla is a completed her graduation in English from Jesus and Mary College, University of Delhi. She has an rich experience of more than 45 years in Publishing books varied in the field of Security/Defence and International Relations with a more than 500 titles.

As a director of Publishing Company named KW Publishers Private Limited, she secured arrangements for KW with several International Publishers and developed the business of co-publishing.

None of the other Directors / Key Managerial Personnel of the Company/their relatives except Ms. Kalpana Shukla is in any way concerned or interested, financially or otherwise, in the proposed resolution no. 5.

The Board of Directors recommends the resolution at item no. 5 of the Notice for approval of the members by way of Ordinary Resolution.

By Order of the Board of Directors

Sajeve Deora
(DIN: 00003305)
Director

Date: 02nd September, 2020

Place: New Delhi

Registered Office:

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