

NOTICE

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting of the Members of Integrated Capital Services Limited will be held on Monday, 30th day of September, 2019 at 09:00 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi-110074 to transact the following businesses as:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2019, the audited Profit and Loss Account of the Company for the year ended on that date 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.
3. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Sandeep Varshney & Associates, Chartered Accountants (Firm Registration No.: 0513271C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Twenty Sixth Annual General Meeting till the conclusion of Thirty first Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. Suresh Chander Kapur (DIN:00742765) as an Independent Director 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 provision of Sections 149, 152 and Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (including any statutory modification or re-enactment thereof, for the time being in force), consent be and is hereby accorded to the re-appointment of Mr. Suresh Chander Kapur (DIN: 00742765) as an Independent director of the Company for a further period of five years from April 13, 2019 to April 12, 2024, which reappointment had been made by the Board of Directors of the Company, subject to consent of shareholders, in the board meeting held on April 12, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. Re-appointment of Mr. Sandeep Chandra (DIN: 00889462) as an Independent Director of the Company.

Registered Office:

606 New Delhi House, Barakhamba Road, New Delhi 110 001

T/F + 91 11 4354 2784, WhatsApp + 91 9811903458, Email contact@raas.co.in,

Website www.raas.co.in.

Corporate Identification Number L74899DL1993PLC051981

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 provision of Sections 149, 152 and Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (including any statutory modification or re-enactment thereof, for the time being in force), consent be and is hereby accorded to the re-appointment of Mr. Sandeep Chandra (DIN: 00889462) as an Independent director of the Company for a further period of five years from April 13, 2019 to April 12, 2024, which reappointment had been made by the Board of Directors of the Company, subject to consent of shareholders, in the board meeting held on April 12, 2019.

By Order of the Board of Directors

Place: New Delhi
Date: July 12, 2019

Sajeve Deora
(Director)
DIN: 00003305

NOTES:

1. 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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IS ENCLOSED.
2. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf, at the Meeting.
4. Brief Resume 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.

5. Members are requested to bring copy of the Annual Report and their Attendance Slip to the Meeting.
6. The Register of Members and Share Transfer Books, both for equity and preference shareholders, shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
7. In case of Joint Holders, if more than one holder intends to attend the meeting, they must obtain additional admission slip(s) on request from the Registered Office of the Company.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours, upto the date of the Meeting.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by NSDL, on all the resolutions set forth in the Notice.

The instructions for members for voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members

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- using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - 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. The remote e-voting period commences on Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00 pm). 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 22, 2019, 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.
 - V. The process and manner for remote e-voting are as under:

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 is 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*****
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***

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, your 'initial password' is communicated to you on your postal address.

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)

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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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is 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.

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. 4, 5 of the accompanying Notice dated July 12, 2019:

Item No. 4:

After considering the performance evaluation of Mr. Suresh Chander Kapur, the Board of Directors at its meeting held on April 12, 2019 re-appointed Mr. Suresh Chander Kapur as an Independent Director for his term of 5 years with effect from April 13, 2019 to April 12, 2024, subject to confirmation by shareholders of the Company. Mr. Suresh Chander Kapur has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and SEBI Listing Regulations. He fulfills all conditions specified by applicable laws for the position of an Independent Director of the Company.

Further he also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act. In the opinion of the Board, Shri Suresh Chander Kapur fulfils the conditions for continuation of his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

The Brief Profile of Mr. Suresh Chander Kapur is given below:

Shri Suresh Chander Kapur has varied and rich experience in the field of General Management, Project Management, Marketing and Procurement in Edible oils, Petrochemicals and Man-made fiber industries, International trading, issues related to budget, WTO and Anti-dumping.

Shri Suresh Chander Kapur may be considered to be interested in the resolution set out at item No. 4 of the Notice with regard to his re-appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, 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 Special Resolution.

Item No. 5:

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After considering the performance evaluation of Mr. Sandeep Chandra, the Board of Directors at its meeting held on April 12, 2019 re-appointed Mr. Sandeep Chandra as an Independent Director for his term of 5 years with effect from April 13, 2019 to April 12, 2024 subject to confirmation by shareholders of the Company. Mr. Sandeep Chandra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and SEBI Listing Regulations. He fulfills all conditions specified by applicable laws for the position of an Independent Director of the Company.

Further he also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act. In the opinion of the Board, Shri Sandeep Chandra fulfils the conditions for continuation of his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

The Brief Profile of Mr. Sandeep Chandra is given below.

Mr. Sandeep Chandra is a qualified Chartered Accountant having an experience of 34 years in managing a family owned sugar manufacturing factory and supervising financial, banking, technical and administrative functions thereof.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in 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 Special Resolution.

By Order of the Board of Directors

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Place: New Delhi
Date: July 12, 2019

Sajeve Deora
(Director)
DIN: 00003305

PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

Name(s) of the Member(s)			
Registered Address			
Email Id			
Folio No./Client ID*		DP ID*	

I/ We, being the Member(s) holding.....shares of Integrated Capital Services Limited, hereby appoint:

1. **Name:**
Address:
E-mail ID: _____ **Signature:** _____ **or failing him/her**

2. **Name:**
Address:
E-mail ID: _____ **Signature:** _____ **or failing him/her**

3. **Name:**
Address:
E-mail ID: _____ **Signature:** _____ **or failing him/her**

as my/ our Proxy to attend and vote for me/ us on my/ our behalf, the 26th Annual General Meeting to be held on Monday, September 30, 2019 at 09:00 A.M. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110074 or any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS	FOR	AGAINST
1	Adoption of Annual Accounts and Reports thereon for the Financial Year ended March 31, 2019.		
2	Re-appointment of Mr. Sajeve Deora (DIN: 00003305) as director, who retires by rotation.		
3	Appointment of Auditors and Fixing their Remuneration.		
4	Re-appointment of Shri Suresh Chander Kapur (DIN: 00742765) as an Independent Director for a second term of five years.		
5	Re-appointment of Shri Sandeep Chandra (DIN: 00889462) as an Independent Director for a second term of five years.		

***Applicable for investors holding shares in electronic form.**

Affix	a
Re.1/-	
Revenue	
Stamp	

Signed this.....day of2018 -----

Signature of Shareholder **Signature of proxy holder**