

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of Integrated Capital Services Limited will be held on Saturday the 29th Day of August, 2015 at 11:00 a.m. at the Registered Office of the Company at 606, New Delhi House, Barakhamba Road, New Delhi 110 001, to transact the following businesses as:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2015, audited Profit and Loss Account of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Brijinder Bhushan Deora (DIN 00004942) who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** M/s KR & Co. Chartered Accountants (Registration No: 025217N), having its address at PU-53, Vishaka Enclave, Pitam Pura, New Delhi 110034, be and are hereby appointed as Auditors of the Company to hold such office from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”
“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. 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 provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, a new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association.
“**RESOLVED FURTHER THAT** Mr. Sajeve Deora (DIN: 00003305) and Mr. Brijinder Bhushan Deora (DIN: 00004942), Directors of the Company be and are hereby authorized to sign, verify, execute and file all necessary documents with any Governmental Authority including but not limited to, the Registrar of Companies, National Capital Territory of Delhi and such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the above resolution.”
5. To appoint Ms. Alka Jain (DIN: 03180218) as an Independent Director and in this regard 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Alka Jain (DIN: 03180218), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for two (2) consecutive years for a term up to the conclusion of 24th Annual General Meeting of the Company.

Place: New Delhi
Date: 10/07/2015

By Order of the Board of Directors

Brijinder Bhushan Deora
(Chairman & Director)
DIN: 00004942

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 authorising their representatives 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 Clause 49 of the Listing Agreement, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of Annual Report;
5. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto;
6. Members are requested to bring copy of the Annual Report and their Attendance Slip to the Meeting;
7. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, August 26, 2015 to Saturday, August 29, 2015 (both days inclusive) for the purpose of the Annual General Meeting;''
8. 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.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
10. 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;
11. Members who have multiple accounts in identical names or joint accounts in 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 account.
12. 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;
13. 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;
14. 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.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the rules framed there under and Clause 35B of Listing Agreement, 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 Clause 35B of the Listing Agreement, 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 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 26th August, 2015 (9:00 am) and ends on 28th August, 2015 (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 22nd August, 2015, 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:
 - a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (ii) Click on Shareholder - [Login](#)
 - (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vi) Select "EVEN" of "INTEGRATED CAPITAL SERVICES LIMITED".
 - (vii) Now you are ready for remote e-voting as Cast vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rajesh@drassociates.org with a copy marked to evoting@nsdl.co.in.
- b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Rajesh Lakhnpal, Company Secretary in Practice (Membership No. 5679) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.raas.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges whereat the securities of the Company are listed.

Place: New Delhi
Date: 10/07/2015

By Order of the Board of Directors

Brijinder Bhushan Deora
(Chairman & Director)
DIN: 00004942

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No. 4:

In view of the notification of the Companies Act, 2013 and rule made there under the Companies Act, 2013, it is necessary to adopt new set of Articles of Association giving effect to the provisions and rules framed therein.

Various clauses in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions and rules framed therein.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company require approval of Shareholders of the Company by way of Special Resolution and hence placed for seeking approval of the Shareholders.

Your Board recommends this resolution to seek your approval for amendment for adoption of new set of Articles of Association.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions.

Item Nos. 5:

Ms. Alka Jain is an Independent Director of the Company.

Ms. Alka Jain was appointed as an additional director in the Board Meeting held on March 17, 2015.

The Company has received notice along with requisite deposit as per provisions of Section 160 of the Companies Act, 2013 from a shareholder proposing to appoint Ms. Alka Jain as an Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for two (2) consecutive years for a term upto the conclusion of 24th Annual General Meeting of the Company.

Ms. Alka Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

The Company has also received declarations from Ms. Alka Jain that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Ms. Alka Jain fulfills the conditions for appointment as Independent Director as specified in the Act.

Brief resume of Ms. Alka Jain:

Ms. Alka Jain, aged 52, is a graduate with Economics and English as main subjects having experience of over 30 years in Sales and Marketing of real estate, tours and treks, education, cutlery, fuel additives and mineral water.

Currently founder of "Prakruti Meditation and Cosmic Cure" and "Dishaa Educational Society" she is involved in educating the under privileged and meditation for self realization.

No other Director of the Company is concerned or interested in the proposed resolution except Ms. Alka Jain who may be deemed to be interested in the resolution proposing her appointment.

The proposed appointment, if made, shall be in the interest of the Company and accordingly the Board of Directors recommends the resolution for approval.

Place: New Delhi
Date: 10/07/2015

By Order of the Board of Directors

Brijinder Bhushan Deora
(Chairman & Director)
DIN: 00004942

INTEGRATED CAPITAL SERVICES LIMITED
Registered Office: 606, New Delhi House, Barakhamba Road, New Delhi 110 001

ATTENDANCE SLIP

Please fill this Attendance Slip and hand it over at the entrance of the Meeting Hall

DP ID Folio No.....
Client ID..... No. of Shares.....

Name and Address of the Shareholder.....

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Saturday August 29, 2015 at 11:00 A.M. at 606, New Delhi House, Barakhamba Road, New Delhi 110 001

Signature of Shareholder / Proxy present

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

1. Please handover the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of meeting
3. As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for General Meeting issued by The Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"

INTEGRATED CAPITAL SERVICES LIMITED
Registered Office: 606, New Delhi House, Barakhamba Road, New Delhi 110 001.

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 22nd Annual General Meeting to be held on Saturday August 29, 2015 at 11:00 A.M. at 606, New Delhi House, Barakhamba Road, New Delhi 110001 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, 2015.		
2	Re-appointment of Mr. Brijinder Bhushan Deora, who retires by rotation.		
3	Appointment of Auditors and Fixing their Remuneration.		
4	Amendment of Articles of Association		
5	Appointment of Ms. Alka Jain as an Independent Director.		

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

Signed this.....day of.....2015

Signature of Shareholder

Signature of proxy holder

.....
Affix a
Re.1/-
Revenue
Stamp
.....