

NOTICE

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of Integrated Capital Services Limited will be held on Saturday, 29th day of September, 2018 at 09:00 a.m. at Westend Greens, NH8, Delhi-Gurgaon Expy, Near Shiv Murti, New Delhi, Delhi 110037 to transact the following businesses as:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2018, 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 declare dividend on 7% Cumulative Non – Convertible Redeemable Preference Shares.
3. To appoint a Director in place of Shri Brijinder Bhushan Deora (DIN: 00004942) who retires by rotation and being eligible, has offered himself for re-appointment.
4. Appointment of Auditors

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 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 appointed as Auditors of the Company to hold office till the conclusion of the Twenty Sixth AGM of the Company to be held in the year 2019, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and Rules framed thereunder, as amended from time to time and subject to the approval of Registrar of Companies (“ROC”), National Capital Territory of Delhi & Haryana (“NCT”) and/or of any other statutory and regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

III The objects for which the company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—

1. To provide the services of Insolvency Professional Entity, Insolvency Professional and Liquidator under the “The Insolvency and Bankruptcy Code, 2016” and subject to rules, regulations and notifications issued thereunder.
2. To provide advisory on Resolution of Distressed Assets, Insolvency, Bankruptcy, Liquidation and Winding up to Corporate Person and Natural Persons and other form of business entities and enterprises, Creditors and other stakeholders; To advise on the measures for reconstruction or revival; To advise and assist in cost management and reporting, accounting internal control and similar matters; To advise and assist in the preparation of all revival/resolution schemes/plan revenue and capital budgets, deployment of funds, long term planning or utilization of resources, assistance in raising structured funds, , subscription of shares/debentures; To prepare budgets and carry out assessment for funding; To advise and assist in the formulation of procedures for prevention of fraud, wastage and cost accounting procedures and connected matters; To advise and assist in formulating long term policies and build process controls and monitor their execution, and generally to assist in matters pertaining to, fiscal revenue, corporate and economic legislations.

3. To provide operation and management support to businesses and financially distressed persons/entities; To act as Business Advisors, Management Consultants, Representatives and Insolvency & Bankruptcy Consultants and to render services in connection thereto, including services to creditors, debtors, guarantors and other stakeholders.

“RESOLVED FURTHER THAT any Director of the Company and Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause III of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority”.

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018 (including any statutory modification or re-enactment thereof, for the time being in force), approval be and is hereby accorded for continuation of Directorship of Shri Suresh Chander Kapur (DIN: 00742765) as an Independent Director, who has attained the age of 75 (Seventy Five) years during the tenure of his directorship.

“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”.

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018 (including any statutory modification or re-enactment thereof, for the time being in force), , approval be and is hereby accorded for continuation of Directorship of Shri Brijinder Bhushan Deora (DIN: 00004249) as a Promoter, Non-Executive Director, who has attained the age of 75 (Seventy Five) years during the tenure of his directorship.

“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”.

By Order of the Board of Directors

Place: New Delhi
Date: July 17, 2018

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 Monday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).
7. In respect of 7% Cumulative Non – Convertible Redeemable Preference Shares, dividend will be paid to Preference Shareholders for the period from October 01, 2016 to September 30, 2017.
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, 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 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.
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 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 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 Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (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, 2018, 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) 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. 5, 6 and 7 of the accompanying Notice dated July 17, 2018:

Item No. 5:

The Company is engaged in Corporate Advisory & Consulting, Expert Services in Turnaround & Restructuring, Business Combinations, Takeovers, Mergers & Amalgamations and Accounting Services.

The Company proposes to undertake the activity of providing services as a Insolvency Professional Entity (IPE) as per the Insolvency and Bankruptcy Code, 2016.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by substituting the Clause III as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies (“ROC), National Capital Territory of Delhi & Haryana (“NCT”) and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

The Directors recommend the passing of the Resolution under Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the above Resolution.

Item No. 6:

The Board of Directors (“the Board”) in its meeting held on July 09, 2014 appointed Shri Suresh Chander Kapur (DIN: 0742765) as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation in pursuance of the provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Director) Rules, 2014 and erstwhile Listing Agreement, which was also approved by the shareholders by way of Ordinary Resolution at their 21st Annual General Meeting held on August 13, 2014.

The Securities and Exchange Board of India (SEBI) vide its notification dated May 10, 2018 has amended the existing SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue directorship of any person as a Non Executive Director who has attained the age of Seventy Five (75) years unless Special Resolution is passed to the effect by the shareholders of the Company. This requirement shall be effective from April 01, 2019.

Shri Suresh Chander Kapur, aged 78 Years (Date of Birth: 01-10-1939) has attained the age of Seventy five (75) years. Accordingly, in view of the above amendment in SEBI Listing Regulations, his continuation as Non-Executive Independent Director of the Company w.e.f. April 1, 2019 shall require approval of shareholders by way of a special resolution. Therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”), by way of resolution passed on July 17, 2018, approved the continuation of the directorship of Shri Suresh Chander Kapur as Non-Executive Independent Director upto the expiry of his existing term subject to the approval of members.

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 fibre industries, International trading, issues related to budget, WTO and Anti dumping.

Shri Suresh Chander Kapur fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Shri Suresh Chander Kapur that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations. Further, he has 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 their appointment as an Independent

Director as specified in the Act and the SEBI Listing Regulations and are independent of the management and possesses appropriate skills, experience and knowledge.

The details of Shri Suresh Chander Kapur pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) form part of Corporate governance Report (CGR).

Shri Suresh Chander Kapur may be considered to be interested in the resolution set out at item No. 6 of the Notice with regard to his continuation of his 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. 6. The Board of Directors recommends the resolution at item no. 6 of the Notice for approval of the members by way of Special Resolution.

Item No. 7:

Shri Brijinder Bhushan Deora (DIN: 00004942) is a Promoter, Non – Executive Director of the Company, liable to retire by rotation in pursuance of the provisions of the Companies Act, 2013 (“the Act”) and erstwhile Listing Agreement.

The Securities and Exchange Board of India (SEBI) vide its notification dated May 10, 2018 has amended the existing SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue directorship of any person as a Non Executive Director who has attained the age of Seventy Five (75) years unless Special Resolution is passed to the effect by the shareholders of the Company. This requirement shall be effective from April 01, 2019.

Shri Brijinder Bhushan Deora, aged 85 Years (Date of Birth: 24-01-1933) has attained the age of Seventy five (75) years. Accordingly, in view of the above amendment in SEBI Listing Regulations, his continuation as Non-Executive Independent Director of the Company w.e.f. April 01, 2019 shall require approval of shareholders by way of a Special Resolution. Therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”), by way of resolution passed on July 17, 2018, approved the continuation of the directorship of Shri Brijinder Bhushan Deora as Non-Executive Promoter Director subject to the approval of members.

Shri Brijinder Bhushan Deora has 55 years of experience with large corporate houses where he has held functional responsibility for Financial and accounting matters, Direct and Indirect taxation matters, Corporate laws and economic legislative matters and Business structuring and restructuring, amongst others.

Shri Brijinder Bhushan Deora fulfils all conditions specified by applicable laws and he has 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 Brijinder Bhushan Deora fulfils the conditions for continuing his directorship as specified in the Act and the SEBI Listing Regulations and possesses appropriate skills, experience and knowledge.

The details of Shri Brijinder Bhushan Deora pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) form part of Corporate governance Report (CGR).

Shri Brijinder Bhushan Deora may be considered to be interested in the resolutions set out at item no. 7 of the Notice with regard to their respective continuation of appointments.

Further, Shri Sajeve Deora and Shri Arun Deora, directors of the Company sons of Shri Brijinder Bhushan Deora, may be deemed to be interested in the resolution.

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. 7. The Board of Directors recommends the resolution at item no. 7 of the Notice for approval of the members by way of Special Resolution.

By Order of the Board of Directors

Place: New Delhi
Date: July 17, 2018

Sajeve Deora
(Director)
DIN: 00003305



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 25th Annual General Meeting of the Company held on Saturday, September 29, 2018 at 09:00 A.M. at Westend Greens, NH8, Delhi-Gurgaon Expy, Near Shiv Murti, New Delhi, Delhi 110037.

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 25th Annual General Meeting to be held on Saturday, September 29, 2018 at 09:00 A.M. at Westend Greens, NH8, Delhi-Gurgaon Expy, Near Shiv Murti, New Delhi, Delhi 110037 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, 2018. | | |
| 2 | Declare dividend on 7% Cumulative Non – Convertible Redeemable Preference Shares | | |
| 3 | Re-appointment of Shri Brijinder Bhushan Deora (DIN: 00004942) as director, who retires by rotation. | | |
| 4 | Appointment of Auditors and Fixing their Remuneration. | | |
| 5 | Alteration in Object Clause | | |
| 6 | Appointment of Shri Suresh Chander Kapur on attaining the age of 75 years. | | |
| 7 | Appointment of Shri Brijinder Bhushan Deora on attaining the age of 75 years. | | |

*Applicable for investors holding shares in electronic form.

Signed this.....day of2018
 Signature of Shareholder Signature of proxy holder

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