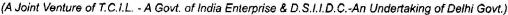


## Intelligent Communication Systems India Ltd. (ICSIL)





### Corporate Identity Number (CIN)-U74899DL1987GOI027481

#### NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31" Annual General Meeting of Intelligent Communication Systems India Limited will be held on Friday the 28th day of December, 2018 at 12:30 PM at the Office of Delhi State Industrial and Infrastructure Development Corporation (DSIDC) at N-36, Bombay Life Building, Connaught Circus, New Delhi-110001 to transact the following business:-

### **ORDINARY BUSINESS:-**

- To receive and adopt the Audited Financial Statements consisting of Balance Sheet as at 31st March, 2018, Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date and the report of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Shri Rajiv Gupta who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To declare a dividend.
- 4. To fix remuneration of Auditors for the financial year 2018-19 and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2018 19."

### **SPECIAL BUSINESS:-**

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

"RESOLVED THAT Sh. Devendra Kumar Gupta (DIN 08064713), who was appointed as an Additional Director w.e.f. 05.02.2018 and shall hold office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company".

By Order of the Board Intelligent Communication Systems India Ltd.

> (Vinod Kumar Sinha) Managing Director (DIN No. 07964872)

Date: 06/12/2018 Place: New Delhi

To

1. All Members of the Company

- 2. All Directors of the Company
- 3. Statutory Auditors

### Notes:

- 1. Pursuant to Section 102 of the Companies Act. 2013, an Explanatory Statement setting out material facts and reasons for the proposed special business is annexed herewith.
- 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. A blank proxy form is enclosed herewith.
- 3. Corporate Members, intending to send their authorized 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.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

# ITEM NO. 5 APPOINTMENT OF SH. DEVENDRA KUMAR GUPTA

Board of Directors of the Company had appointed vide resolution by circulation dated 02.02.2018 Sh. Devendra Kumar Gupta as an Additional Director, w.e.f 05.02.2018 as a Nominee of Delhi State Industrial and Infrastructure Development Corporation (DSIIDC) to hold office till the Annual General Meeting of the Company.

Since the tenure of appointment of Sh. Devendra Kumar Gupta is due to expire at the Annual General Meeting, pursuant to section 161(1) of the Companies Act, 2013, approval of the shareholders is being sought in order to appoint him as Director of the Company.

Save and except Sh. Devendra Kumar Gupta, none of the other Directors or their relatives is, in any way, concerned or interested in this resolution.

By Order of the Board Intelligent Communication Systems India Ltd.

> (Vinod Kumar Sinha) Managing Director (DIN No. 07964872)

### Form No. MGT-11

	¥				
[Pur and	suant to section 105(6) of the Co Administration) Rules, 2014]	ompanies Act, 2013 and	rule 19(3) of the Companies	(Management	
CIN		: U74899DL1987GOI027481			
Nam	e of the Company	:INTELLIGENT INDIA LTD.	COMMUNICATION	SYSTEMS '	
Registered Office		: Administrative Building, Okhla Industrial Estate, Phase-III, New Delhi-110020			
Name of the member(s)		:			
Registered address .		:		1	
E-mail Id		;			
Folio No./Client Id		:			
DP ID		:		;	
I/we, t	being the member (s) of	Shares of the	above named company, here	eby appoint	
1.	Name: Address: E-mail ID:			1	
Signatures: or failing him					

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the company, to be held on 28<sup>th</sup> December, 2018, at 12:30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Signatures: ..... or failing him.....

### **RESOLUTION NO. 1**

Name: Address: E-mail ID:

2.

Proxy form

To consider and discuss and adopt the Financial Statements consisting of Balance Sheet as at 31<sup>st</sup> March, <sup>5</sup> 2018, Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date.

### **RESOLUTION NO.2**

To appoint a Director in place of Shri Rajiv Gupta who retires by rotation and being eligible, offers

RESOLUTION NO.3 To declare a dividend	
RESOLUTION NO.4 To fix the remuneration of Auditors	
Special Resolutions:  RESOLUTION NO. 5  Appointment of Sh. Devendra Kumar Gupta	
Signed this day of December, 2018	
Signatures of shareholder	
Signatures of Proxy holder(s)	Affix Revenue Stamp

himself for re-appointment.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

(3)

### ATTENDANCE SLIP

the 28 <sup>th</sup> December 2018 at 12:30 P.M.	munication Systems India Ltd. to	o be held on
Regd. Folio No/DP IDClie	ent ID/Ben. A/CNo	o. of shares
I certify that I am a registered shareholder/proxy for hereby record my presence at the 31 <sup>st</sup> Annual General 28 <sup>th</sup> December, 2018 at 12:30 PM at the Regd. Of Development Corporation (DSIIDC) At N-36, Bomba 110001	on Williams of the Company on Wi	ednesday the
Member's/Proxy's name in Block Letters	Member's/Proxy's Signature	Ţ.

Note: Please fill this attendance slip and hand it over at the entrance of the hall.