



# Intelligent Communication Systems India Ltd. (ICSIL)

(A Joint Venture of T.C.I.L. - A Govt. of India Enterprise & D.S.I.I.D.C.-An Undertaking of Delhi Govt.)



**Corporate Identity Number (CIN)-U74899DL1987GOI027481**

## **NOTICE FOR ANNUAL GENERAL MEETING**

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

### **ORDINARY BUSINESS:-**

1. To receive and adopt the Audited Financial Statements consisting of Balance Sheet as at 31<sup>st</sup> 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**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN** : **U74899DL1987GOI027481**

**Name of the Company** : **INTELLIGENT COMMUNICATION SYSTEMS INDIA LTD.**

**Registered Office** : Administrative Building, Okhla Industrial Estate,  
Phase-III, New Delhi-110020

**Name of the member(s)** :

**Registered address** :

**E-mail Id** :

**Folio No./Client Id** :

**DP ID** :

I/we, being the member (s) of ..... Shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail ID:  
  
Signatures: ..... or failing him.....

2. Name:  
Address:  
E-mail ID:  
  
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:

**RESOLUTION NO. 1**

To consider and discuss and adopt the Financial Statements consisting of Balance Sheet as at 31<sup>st</sup> March, 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

himself for re-appointment.

**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

**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**

**ATTENDANCE SLIP**

**31<sup>st</sup> Annual General Meeting of Intelligent Communication Systems India Ltd. to be held on the 28<sup>th</sup> December 2018 at 12:30 P.M.**

Regd. Folio No. \_\_\_\_\_/DP ID \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_ No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company on Wednesday the 28<sup>th</sup> December, 2018 at 12:30 PM at the Regd. Office of Delhi State Industrial and Infrastructure Development Corporation (DSIIDC) At N-36, Bombay Life Building, Connaught Circus, New Delhi-110001

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's  
Signature

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