

ISF LIMITED

CIN NO: L74899DL1988PLC076648

Regd office: K-10 SHOPPING COMPLEX
SOM VIHAR R.K.PURAM NEW DELHI 110022
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Notice of Annual General Meeting

NOTICE is hereby given that the 30th Annual General Meeting of the Members of M/s. ISF Limited will be held on Friday the 28th day of September, 2018 at 11:30 AM at K-10, Som Vihar, R. K. Puram, New Delhi-110022 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March 2018, together with the Auditors' and Directors' Reports thereon.
2. Lt. Gen. Kuldip Chander Taneja PVSM (Retd.) (DIN: 00914061), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at this Annual General Meeting and does not offer himself for re-appointment

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from 23.09.2018 to 27.09.2018 (both days inclusive).
3. All the relevant documents referred to in the accompanying notice are open for inspection at the registered office of the company during office hours of all working days, between 11:00 A. M. and 1:00 P.M. except holidays, up to the date of the meeting.
4. All members are requested to make their correspondence in relation to the shares in physical and Demat to our Share Transfer Agent i.e. Skyline Financial Services Pvt. Ltd. at its office at D153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 as and when required.

5. The members are requested to register their email address with the Registrar and Share Transfer Agent/Depositories.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
7. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
8. The Board of Directors has not recommended any dividend for the Financial Year 2017 -18.
9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Skyline Financial Services Pvt. Ltd. (Registrar & Share Transfer Agent).
11. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
12. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Skyline Financial Services Pvt. Ltd. on <http://www.skylinerta.com>.

13.
With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14.
In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
15.
Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
16.
Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
17.
The Company has been maintaining, inter alia, the following statutory registers at its registered office at K-10 Som Vihar, R.K. Puram New Delhi-110022, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i.
Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii.
Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
18.
Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
19.
Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.

20. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

21. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

22. Voting through electronic means:

a)

In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of e-voting	:	From (10 AM) on (25.09.2018)
End of e-voting	:	Up to (5 PM) on (27.09.2018)

E-voting shall not be allowed beyond (5 PM), on (27.09.2018). During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is (21.09.2018).

b)

The company has engaged the services of National Securities Depository Limited as the Authorized Agency to provide e-voting facilities. DETAILED INSTRUCTIONS FOR E-VOTING ARE GIVEN BELOW:

INSTRUCTIONS FOR E-VOTING

i.

The Notice of the 30th Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of E-Voting is being sent to all the Members.

ii.

NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.

iii.

Open email and open PDF file "www.skylinerta.com" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- iv. Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com](https://www.evoting.nsdl.com).
- v. Click on Shareholder – Login
- vi. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
- vii. If you are logging in for the first time, the Password change menu will appear. 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.
- viii. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- ix. Select "EVEN (Electronic Voting Event Number)" of ISF Limited.
- x. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
- xi. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xii. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xiii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiv. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at nilesh@kksinghassociates.com with a copy marked to evoting@nsdl.co.in. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to 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 "Forget Password" option available on the site to reset the same.

VOTING FACILITY AT ANNUAL GENERAL MEETING:

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and

members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

ii.

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

GENERAL INSTRUCTIONS:

i.

In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>.

ii.

You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).

iii.

The e-voting period commences on 25th September 2018 (10.00 AM) and ends on 27th September 2018 (05:00 PM IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting at 05.00 PM (IST) on 27th September, 2018. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

iv.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st September, 2018.

v.

Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 and not casting their vote electronically, may only cast their vote at the 30th Annual General Meeting.

vi.

Mr. Nilesh Bhardwaj, Practicing Company Secretary (Membership No. ACS 51178; C.P No. 18820) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vii.

The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.

viii.

The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the

resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

ix.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.skylinerta.com and on the website of NSDL immediately after the declaration of the results by the Chairman.

c)

The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company/their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

d)

"Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

Route Map

