



# ISL CONSULTING LIMITED

CIN: L67120GJ1993PLC086576

Regd Office: 504, 5th Floor, Priviera, Near Bank of Baroda, Above Honda Show room, Nehru Nagar Circle,  
Ahmedabad – 380015, Gujarat, India. Ph: 079-40030351, 079-40030352  
Email: innogroup@gmail.com Website: www.islconsulting.in

**February 05, 2025**

To,  
The Department of Corporate Service,  
**BSE Limited**  
P J Towers, Dalal Street,  
Mumbai-400001,  
Maharashtra, India.

**Scrip Code: 511609**

**ISIN: INE569B01022**

Dear Sir / Madam,

**Subject: Notice of 2<sup>nd</sup> Extra Ordinary General Meeting of the Company.**

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Dear Sir/Madam,

Pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we are submitting herewith Notice of Extra-Ordinary General Meeting ("EOGM") of the Members of the company scheduled to be held on **Friday, February 28, 2025 at 3:00 PM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Notice of the Extra-Ordinary General Meeting is also available on the Company's website [https://www.islconsulting.in/disclosures\\_under\\_regulation\\_46\\_lodr.html](https://www.islconsulting.in/disclosures_under_regulation_46_lodr.html) and enclosed herewith for the reference of members.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

**For, ISL Consulting Limited**

**Ankit Jagat Shah**  
**Managing Director**  
**DIN: 02695987**

## NOTICE

NOTICE is hereby given that the 2nd Extra Ordinary General Meeting of the Members of **ISL Consulting Limited** will be held on **Friday, February 28, 2025 at 3:00 PM (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

### **SPECIAL BUSINESS:**

**1. To appoint Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120), as Non-Executive Independent Director who will not retire by rotation.**

**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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120), who in terms of Section 161 of the Act and based on the recommendations of the Nomination & Remuneration Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from December 13, 2024 by the Board of Directors of the Company ('Board'), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and a declaration to that effect has been submitted by him, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing him candidature for the office of a Director, and who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a 1<sup>st</sup> term of five (5) consecutive years commencing from December 13, 2024 to December 12, 2029 (both days inclusive), and he will not be liable to retire by rotation.

**RESOLVED THAT** any director or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

**Place: Ahmedabad**  
**Date: February 4, 2025**

**By order of the Board of Directors**  
**ISL Consulting Limited**

**Regd. Office :** 504, 5<sup>th</sup> Floor, Priviera, Nr. Bank of Baroda,  
Above Honda Show room,  
Nehrunagar Circle, Ahmedabad,  
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Website:- [www.islconsulting.in](http://www.islconsulting.in)

**Ankit J. Shah**  
**Managing Director**  
**(DIN: 02695987)**

## NOTES:

1. In accordance with the applicable provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder and the Ministry of Corporate Affairs ('MCA') General Circular 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as ("the Circulars")), permitted the conduct of the Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars this 2<sup>nd</sup> EGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this EGM notice.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the EGM through VC / OAVM and participate there at and cast their votes through e-voting.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be mailed to the company at [Innogroup@gmail.com](mailto:Innogroup@gmail.com) or to the scrutinizers of the Company at [keyur@keyurishah.com](mailto:keyur@keyurishah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
5. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Register of Members and share transfer books of the Company will remain closed from **Sunday, February 23, 2025 to Friday, February 28, 2025 (both days inclusive)** as per Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Brief profile, details of shareholding and inter-se relationship of Directors seeking appointment / re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as Annexure to this notice.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details and bank account details to the Registrars and Share Transfer Agents of the Company. Hence, the shareholders are requested to immediately register their PAN and bank account details.

In accordance with Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has stopped accepting any fresh transfer requests for securities held in

physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into de-mat/electronic form to get inherent benefits of de-materialization. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in de-mat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. All shareholders holding shares in physical form are requested to demat their shares at the earliest.

9. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under Demat mode in the Stock Exchanges.
10. Members are requested to:
  - (a) Intimate to the Company's Registrar and Share Transfer Agents– Purva Sharegistry (India) Private Limited, changes, if any, in their registered addresses and e-mail id at an early date, in case shares held in physical form;
  - (b) Intimate respective Depository Participant, changes, if any, in their registered addresses or e-mail id at an early date, in case of shares held in dematerialized form;
  - (c) Quote their folio numbers/client ID/DP ID in all correspondence; and
  - (d) Consolidate their holdings into one folio in the identical order of names.
  - (e) Update their PAN and Bank account details by sending a self-attested copy of the PAN along with original cancelled Cheque bearing their name on it or bank passbook/statement attested by their Bank to the Registrar and Share Transfer Agents of the Company.
11. SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 and SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 has mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 30<sup>th</sup> September, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Further, the said SEBI Circular has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circulars are available on the Company's website [www.islconsulting.in](http://www.islconsulting.in).
12. As per the provisions of Section 72 of the Act, facility for making nominations is available to Individual(s) holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company is required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on

various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

15. As the Extra Ordinary General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of EGM on the email ID [Innogroup@gmail.com](mailto:Innogroup@gmail.com).
16. As per the green initiative taken by the Ministry of Corporate Affairs, the members who have not registered their email addresses, Company has provided facility to register/update the email addresses with the RTA of the Company on <https://www.purvashare.com/email-and-phone-updation/> or can get it registered with their respective Depository Participants (DP) to enable the Company to serve documents in electronic form.
17. In compliance with aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM will be sent through electronic mode to only those Members whose E-mail ID's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.
18. Members of the Company holding shares either in physical form or in de-materialized forms as on cut-off date **i.e. Friday, January 31, 2025** will receive Notice of this Extra Ordinary General Meeting through electronic mode.
19. In line with the aforesaid MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at [www.islconsulting.in](http://www.islconsulting.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E – Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
20. The results of the e-voting and Remote e- voting during the Extra Ordinary General Meeting will be announced by the Chairperson or person authorized by the Chairperson **within two working days** from the date of conclusion of the Extra Ordinary General Meeting. A copy of which will be posted on the Company's website and forwarded to the Stock Exchange.
21. The Registers maintained under the Act and all the documents referred to in the accompanying notice and explanatory statements, which are eligible for inspection, will be available electronically for inspection by the members up to the date of EGM. Members seeking to inspect such documents can send an e-mail to [innogroup@gmail.com](mailto:innogroup@gmail.com).
22. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, clarifications, exemptions or re-enactment thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 2nd Extra Ordinary General Meeting scheduled to be held on **Friday, February 28, 2025 at 3:00 PM** by electronic means and the business may be transacted through remote e-voting and e-voting system during the EGM. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

The Company has engaged the services of NSDL as the authorized agency to provide the remote e-voting and e-voting during the EGM as per the instructions given below:

### **Vote by Remote e-Voting and e-voting during the EGM**

The remote e-voting period begins on **Tuesday, February 25, 2025 (09:00 A.M. IST) and ends on Thursday, February 27, 2025 (5:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, February 21, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date.

The Company has appointed Mr. Keyur J. Shah, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The results declared along with the scrutinizer's report shall be placed on the Company's website [www.islconsulting.in](http://www.islconsulting.in) and shall be communicated to the BSE Limited where the shares of the company are listed within the time prescribed by the law.

Any person, who acquires Shares of the Company and becomes Member of the Company after sending the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at [innogroup@gmail.com](mailto:innogroup@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this 2<sup>nd</sup> EGM Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the 2<sup>nd</sup> EGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the EGM Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

The Chairperson shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Extra Ordinary General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.

### **THE INSTRUCTIONS FOR THE MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:**

*The remote e-voting period begins on Tuesday, February 25, 2025 at 9:00 AM and ends on Thursday, February 27, 2025 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, February 21, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, February 21, 2025.*

#### ***How do I vote electronically using NSDL e-Voting system?***

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*




#### **Step 1 : Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below::

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login</li> </ol>

CDSL	<p>through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).

- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional / Corporate 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. authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting to the company at [Innogroup@gmail.com](mailto:Innogroup@gmail.com) or to the scrutinizers of the Company at [keyur@keyurjshah.com](mailto:keyur@keyurjshah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [innogroup@gmail.com](mailto:innogroup@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [innogroup@gmail.com](mailto:innogroup@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [innogroup@gmail.com](mailto:innogroup@gmail.com) between Friday, February 21, 2025 (9.00 a.m. IST) and Tuesday February 25, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

## CONTACT DETAILS

- 1. Company** : ISL Consulting Limited (CIN: L67120GJ1993PLC086576)
- 2. Registered Office** : 504, 5th Floor, Priviera, Nr. Bank of Baroda,  
Above Honda Show room,  
Nehrunagar Circle, Ahmedabad,  
Gujarat, 380015  
Ph.: 6354541024, 079-40030351/2  
Email ID: [innogroup@gmail.com](mailto:innogroup@gmail.com)
- 3. Registrar & Transfer Agent** : M/s. Purva Sharegistry (India) Private Limited  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E),  
Mumbai – 400 011  
Tel No.: 022-23010771/49614132  
Email ID: [support@purvashare.com](mailto:support@purvashare.com)
- 4. Remote E-Voting Agency** : National Securities Depository Limited  
Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 5. Scrutinizer** : CS Keyur J. Shah  
Practicing Company Secretary  
Tel No.: 079-48992182  
Email ID: [keyur@keyurjshah.com](mailto:keyur@keyurjshah.com)

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO 1

**To appoint Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120), as Non-Executive Independent Director who will not retire by rotation;**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting dated December 13, 2024 appointed Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120) as Additional Director in the capacity of Independent Director of the Company for a 1st term of five (5) years with effect from December 13, 2024, subject to the approval of the shareholders through a Special Resolution. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

After a comprehensive review of potential candidates for the position of Independent Director, we are pleased to recommend the appointment of Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120), a highly skilled professional with an exceptional blend of qualifications and expertise in both Commerce and Law.

Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120) holds a Master's degree in Commerce (M.Com) with a strong focus on accounting and the finalization of accounts, coupled with an in-depth understanding of legal principles. This combination of financial acumen and legal expertise makes Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120) uniquely qualified to contribute to our board's oversight and governance efforts.

Given Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120) professional background and proven track record, we are confident that he will provide invaluable insights and guidance to our organization. Therefore, we recommend Mr. Vidhyesh Gautamkumar Dalwadi (DIN: 10851120) for appointment as an Independent Director on the Board.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**  
(Pursuant to Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Date of Birth	No. of Shares held in the Company	Qualification	Brief Resume/ Experience of Director	Disclosure of relationships between directors inter-se;	Directorships held in other Listed Companies	Chairman/ Member of Committees in other Listed Companies
Mr. Vidhyesh Gautamkumar Dalwadi	27/08/1986	NIL	M.Com & LLB	A highly skilled professional with a robust academic background in both Commerce (M.Com) with accounting and finalization of accounts and Law, offering a unique blend of financial acumen and legal expertise. Experienced in navigating complex business transactions, contracts, and regulatory frameworks while ensuring compliance with legal standards. Proficient in drafting legal documents, providing legal advice on corporate governance, intellectual property, and commercial law, and advising on tax laws and financial regulations. Demonstrated ability to integrate financial knowledge with legal strategies to drive business success and mitigate legal risks. Strong analytical, research, and problem-solving skills, with a commitment to delivering results-driven solutions in dynamic environments	NIL	NIL	NIL

**Place: Ahmedabad**

**Date: February 4, 2025**

**Regd. Office :** 504, 5<sup>th</sup> Floor, Priviera, Nr. Bank of Baroda,  
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Ahmedabad, Gujarat, 380015  
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Ph : 6354541024, 079-40030351/2  
Email:- [innogroup@gmail.com](mailto:innogroup@gmail.com)  
Website:- [www.islconsulting.in](http://www.islconsulting.in)

**By order of the Board of Directors**  
**ISL Consulting Limited**

**Ankit J. Shah**  
**Managing Director**  
**(DIN: 02695987)**