



ISL CONSULTING LIMITED

CIN No. : L67120GJ1993PLC086576

Regd. Office : 501, 5th Floor, Abhijeet - II, Above Standard Chartered Bank, Nr. Mithakhali Six Road,
Ahmedabad-380009. Ph. 079-40030351,079-40030352 Fax : 079-30077352
E-mail : innogroup@gmail.com ,Website : www.islconsulting.in

February 23, 2019

To,
BSE Limited
PJ Towers,
Dalal Street,
Mumbai-400 001

Dear Sir,

**Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Voting Results of the Extra Ordinary General Meeting of the company held on February 22, 2019**

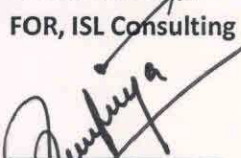
Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Voting Results of the business transacted at the Extra Ordinary General Meeting of the Members of ISL Consulting Limited held on Friday, February 22, 2019 at 11:00 AM at 404, Aniket Building, Nr. Municipal Market, C.G. Road, Ahmedabad-380009.

Further, Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated February 22, 2019 is also enclosed herewith.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
FOR, ISL Consulting Limited


Bhanupriya Katta
Company Secretary





ISL CONSULTING LIMITED

Regd Office: 501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009 Ph: 079-40030351/40030352

Fax: 079-30077352

Email: innogroup@gmail.com Website: www.islconsulting.in CIN:L67120G1993PLC086576

Voting Results

Date of the AGM/EGM	22-02-2019
Total number of shareholders on record date	8991
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	29
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Agenda 1: Amendment to Clause 4 of Articles of Association of the Company

Resolution Required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the promoter or promoter group entities were interested in the resolution except to the extent of shares held by them						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes in against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting		7096734	99.99%	7096734	0	100.00%	0
	Poll		600	0.01%	600	0	100.00%	0
	Postal ballot (if applicable)	7097334	0	0	0	0	0.00%	0
	Total		7097334		7097334	0		100
Public Institutions	Evoting	0	0	0	0	0	0	0



	Poll	0	0	0	0	0	0	0	0	0	0	0
	Postal ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0	0	0	0
Public- Non Institutions	Evoing	2449979	49.9724%	2449979	0	100.00%	0	0	0	0	0	0
	Poll	10	0.0002%	10	0	100.00%	0	0	0	0	0	0
	Postal ballot (if applicable)	0	0.00	0	0	0	0	0	0	0	0	0
	Total	2449989	49.97	2449989	0	100	0	0	0	0	0	0
Total		12000000	9547323	79.56	9547323	0	100	0	0	0	0	0

Agenda- 2 Amendment to Clause V of the Memorandum of Association of the Company

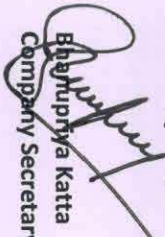
Resolution required: (Ordinary/ Special)		Special Resolution										
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the promoter or promoter group entities were interested in the resolution except to the extent of shares held by them										
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes in against on Votes Polled (7)=[(5)/(2)]*100				
Promoter and Promoter Group	Evoing	7097334	7096734	99.99%	7096734	0	100.00%	0.00%				
	Poll	600	600	0.01%	600	0	100.00%	0.00%				
	Postal ballot (if applicable)	7097334	0	0	0	0	0	0				
	Total	7097334	7097334	100.00	7097334	0	100	0				
Public institutions	Evoing	0	0	0	0	0	0	0				
	Poll	0	0	0	0	0	0	0				
	Postal ballot (if applicable)	0	0	0	0	0	0	0				
	Total	0	0	0	0	0	0	0				
Public- Non Institutions	Evoing	4902666	2449979	49.9724%	2449979	0	100.00%	0.00%				
	Poll	4902666	10	0.0002%	10	0	100.00%	0				
	Postal ballot (if applicable)	4902666	0	0.00	0	0	0	0				
	Total	4902666	2449989	49.97	2449989	0	100	0.00%				



Total	12000000	9547323	79.56	9547323	0	100	0.00%
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Agenda- Sub-division of fully paid up equity shares of the Company from face value of Rs. 10/- per shares to Rs. 5/- per shares.

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the promoter or promoter group entities were interested in the resolution except to the extent of shares held by them						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour (4)	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes in against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting	7097334	7096734	99.99	7096734	0	100	0
	Poll		600	0.01	600	0	100	0
	Postal ballot (if applicable)		0	0	0	0	0	0
	Total		7097334	100.00	7097334	0	100	0
Public Institutions	Evoting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	Evoting	4902666	2449979	49.9724	2449979	0	100	0
	Poll		10	0.0002	10	0	100	0
	Postal ballot (if applicable)		0	0.00	0	0	0	0
	Total		2449989	49.97	2449989	0	100	0
	Total	12000000	9547323	79.56	9547323	0	100	0


Bhanupriya Katta
Company Secretary



Place: Ahmedabad
Date: 23-02-2019



Keyur J. Shah & Associates

Hand Phone: +91 9909702182
keyur@keyurjshah.com

Company Secretaries

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) Of the Companies (Management and Administration) Rules, 2014]

ISL CONSULTING LIMITED

To,
The Chairman,
ISL CONSULTING LIMITED
[CIN: L67120GJ1993PLC086576]
501, 5th Floor, Abhijeet-II,
Above Standard Chartered Bank,
Nr. Mithakhali Six Road,
Ahmedabad: 380009
Gujarat, India

Dear Sir,

Re: Extra-Ordinary General Meeting of the members of ISL CONSULTING LIMITED will be held on Friday, 22nd day of February, 2019 at 11 A.M. at 404, Aniket Building, Nr. Municipal Market, C. G. Road, Ahmedabad-380009, Gujarat, India

I, Keyur J. Shah, Practicing Company Secretary of M/s Keyur J. Shah & Associates, Company Secretaries, having address at 408, 4th Floor, Chitrarath Complex, B/h: President Hotel, Off: C. G. Road, Navrangpura: 380009, Ahmedabad, Gujarat, India, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Extra-ordinary General Meeting ('EGM') of the Equity Shareholders of **ISL Consulting Limited ('the Company')**, held on **Friday, 22nd February, 2019 at 11:00 A.M.** hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by **M/s. Purva Sharegistry (India) Pvt. Ltd.**, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. No poll papers are invalid.
4. The result of the Poll is as under:

(a) Item No. 1 (Special Resolution): Amendment to Clause 4 of the Articles of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:



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"RESOLVED THAT pursuant to the provisions contained in Section 61, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s), amendment(s) or reenactment(s) thereof), the existing Clause 4 of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

"The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid-up with power to increase, reduce or modify the same."

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	610	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(b) Item No. 2 (Special Resolution): Amendment to Clause V of the Memorandum of Association of the Company:

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 contained in Section 61, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s), amendment(s) or reenactment (s) thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

“The Authorised Share Capital of the Company is Rs. 12,00,00,000/-(Rupees Twelve Crore) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/-(Rupees Five Only) each fully paid-up.”

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	610	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(c) Item No. 3 (Special Resolution): Sub-division of Fully paid-up Equity Shares of the Company from Face Value of Rs. 10/- per shares to Rs.5/- per share:

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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company and subject to other approval(s), consent(s), permission(s) and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs.10/- (Rupees Ten only) fully paid-up into 2 (Two) Equity Shares having Face Value of Rs. 5/- (Rupees Five Only) each fully paid-up on such date as may be fixed by the Board of Directors of the Company for this purpose (herein referred as the "Record date".)

RESOLVED FURTHER THAT pursuant to sub-division of the Equity Shares of the Company, the authorized, issued, subscribed and paid up Equity Share Capital of 1 (one) Equity Share of the Face value Rs. 10/- (Rupees Ten only) each shall stand subdivided into 2 (Two) Equity Shares of the Face value of Rs. 5/- (Rupee Five Only) each from the Record Date subject to the terms of Memorandum and Articles of Association and shall rank pari passu in all respects with and carry the same rights as the existing fully paid- up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 5/- (Rupee Five Only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary applications, declarations and other documents with Stock Exchanges, Depositories, Registrar and Transfer Agents and/or any



other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	610	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(j) The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company for safe keeping.

Date: 22nd February, 2019

Place: Ahmedabad

For, Keyur J. Shah and Associates
Company Secretaries



J. Shah

Keyur J. Shah

Proprietor

Membership Number: FCS: 9559

Certificate Practice No.: 8814



REPORT OF SCRUTINIZER ON E-VOTING RESULTS

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Amendment Rules, 2015]*

ISL CONSULTING LIMITED

Date: 22nd February, 2019

To,
The Chairman,
ISL CONSULTING LIMITED
[CIN: L67120G]1993PLC086576]
501, 5th Floor, Abhijeet-II,
Above Standard Chartered Bank,
Nr. Mithakhali Six Road,
Ahmedabad: 380009
Gujarat, India

Dear Sir,

Sub: Report on Remote E-voting Process Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015

Re: Extra-Ordinary General Meeting of the members of ISL CONSULTING LIMITED will be held on Friday, 22nd day of February, 2019 at 11 A.M. at 404, Aniket Building, Nr. Municipal Market, C. G. Road, Ahmedabad-380009, Gujarat, India

I, **Keyur J. Shah**, Practicing Company Secretary and proprietor of M/s Keyur J. Shah & Associates, Company Secretaries, having address at 408, 4th Floor, Chitrarath Complex, B/h: President Hotel, Off: C. G. Road, Navrangpura, Ahmedabad: 380009, Gujarat, India, was appointed as a scrutinizer by the Board of Directors of **ISL CONSULTING LIMITED** ("the Company") at their meeting held on 12th January, 2019 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for conducting the remote e-voting proceedings in a fair and transparent manner, in respect of the resolutions as set out in the notice issued by the Company to its members.

In this context, I hereby submit my report as under:

1. In accordance with the Notice of said Extra-ordinary General Meeting sent to the Equity Shareholders, the voting through electronic (Remote e-Voting) means, was started on February 19, 2019 (9:00 AM) and ended on February 21st, 2019 (5:00 PM) being last date fixed by the Company for receipt of votes, and all the votes received up to the said date and time were considered for my scrutiny.



2. The Equity Shareholders holding shares as on cut-off date i.e. 15th February, 2019 were entitled to vote on the resolutions as stated in the Notice of EGM of the Company.
3. The votes were unblocked on 22nd February, 2019 in the presence of Miss. Neida S. Bukhari and Miss. Saloni A. Chopra who are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.
4. The e-voting results/list downloaded from the website of CDSL (www.evotingindia.com) is being handed over to the Chairman of the Company along with this report.
5. The result of the e-voting is as under:
 - a. **Item No. 1 (Special Resolution): Amendment to Clause 4 of the Articles of Association of the Company:**

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 contained in Section 61, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s), amendment(s) or reenactment(s) thereof), the existing Clause 4 of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

"The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid-up with power to increase, reduce or modify the same."

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

(i) Voted in **favour** of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
47	95,46,713	100.00%



(ii) Voted **against** the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members voted through remote e-voting	Total number of votes cast by them
-	-

b. Item No. 2 (Special Resolution): Amendment to Clause V of the Memorandum of Association of the Company:

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 contained in Section 61, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s), amendment(s) or reenactment (s) thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

"The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid-up."

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

(i) Voted in **favour** of the resolution:

Number of members voted through remote e-voting	Number of e-votes cast by them	% of total number of valid votes cast
47	95,46,713	100.00%

