



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

September 4, 2019

To,
The Secretary
BSE Limited
P J Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/ Madam,

Sub : Notice of 27th Annual General Meeting of the Company

Please find attached herewith Notice of 27th Annual General Meeting of the Company to be held on Friday, September 27, 2019.

Please take the same on record.

Thanking You,

Yours Faithfully,

For, ISL Consulting Limited


Bhanupriya Katta
Company Secretary



Encl: Notice of 27th AGM

NOTICE

Notice is hereby given that the 27th Annual General Meeting of **ISL CONSULTING LIMITED** will be held on Friday, September 27, 2019 at 11:00 a.m. at 401, Swagat, B/s Lal Bungla, C.G. Road, Navrangpura, Ahmedabad-380006, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint Ms. Reema A. Shah (DIN: 02698529) as director, who retires by rotation, and being eligible offers herself for re-appointment.
3. To appoint M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad (F.R. No. 119020W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors/Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

5. **Appointment of Mr. Savajibhai Devarambhai Galiya (DIN: 08289016) as Independent Director 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 of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the act and Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Savajibhai Devarambhai Galiya (DIN: 08289016)**, who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of Annual General Meeting and in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company for a period of 5 (Five) consecutive years with effect from September 27, 2019 upto September 26, 2024, not liable to retire by rotation.”

6. **Re-appointment of Mr. Bhavesh Premji Mamnia (DIN: 02208146) as Independent Director 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 19, 2019 and pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of **Mr. Bhavesh Premji Mamnia (DIN: 02208146)** whose current period of office is expiring on September 22, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in

writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for **5 (Five)** consecutive years on the Board of the Company for a term w.e.f. September 27, 2019 upto September 26, 2024.”

By order of the Board of Directors

Place: Ahmedabad

Date: 19/08/2019

Regd. Office:

**501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road,
Ahmedabad-380009, Gujarat | CIN: L67120GJ1993PLC086576 | Tel: 079 40030352**

Email: innogroup@gmail.com | Website: www.islconsulting.in

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed should reach the company's Registered Office not later than 48 hours before the commencement of the meeting.
A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 a proxy for any other person or member.
2. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the Annual General Meeting.
3. As per requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, information regarding appointment/ re-appointment of directors is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (Both days Inclusive).
5. Members holding shares in physical form are requested to notify the changes in address, if any, to the Company's Registrar and Transfer Agent (RTA) M/s. Purva Shareregistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011.
6. Members intending to require information about the accounts to be approved in the meeting are requested to inform the Company in writing at least 10 days in advance of the Annual General Meeting to enable the management to keep the required information ready.
7. The documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days except Sunday(s) and public holidays, between 11:00 a.m. to 1:00 p.m. up to the date of the meeting.
8. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of the Annual Report while attending the Annual General Meeting.
9. The Annual Report of the Company has been uploaded on the Company's website www.islconsulting.in
10. **Voting through Electronic means:**
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility of e-voting ("remote e-voting) system. Accordingly, a member may exercise his right to vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for remote e-voting are as under.

PART A – REMOTE E-VOTING PROCESS:

1. Open your web browser during the voting period and log on to the remote e-voting Website: www.evotingindia.com
2. Click on “Shareholders” to cast your vote(s).
3. Please enter User ID –
 - a. For account holders in CDSL :- Your 16 digits beneficiary ID
 - b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Enter the image verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax department.</p> <ol style="list-style-type: none"> a. For members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN Field. b. In case of sequence number is less than 8 digits enter the applicable number of 0’s (zero) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in Instruction No. 3

7. After entering the details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on EVSN for the relevant <Company Name> on which you choose to vote.
10. On the voting page, you will see “Resolution Description” and against the same the option ‘YES/NO’ for voting. Select the relevant option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “Resolution File Link” if you wish to view the entire resolution details.
12. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
15. If demat account holder has forgotten the login password then enter the USER ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
16. Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After

receiving the login details a Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

17. Shareholders can also use Mobile app – “m-Voting” for e-voting. Shareholders may login to m-Voting using their e-voting credentials to vote for the company resolution(s).

PART B - COMMENCEMENT OF REMOTE E-VOTING PERIOD AND OTHER REMOTE E-VOTING INSTRUCTIONS

1. The remote e-Voting period commences on 23.09.2019 (9:00 AM) and ends on 26.09.2019 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of 20.09.2019 may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company.
3. CS Keyur J. Shah, Practicing Company Secretary (Membership No. : FCS 9559; CP No. 8814) (Address: B-301, Safal Pegasus, Opp. Shell Petrol Pump, Prahladnagar, Ahmedabad-380015) has been appointed as the Scrutinizer to scrutinize the remote e-voting/physical voting process.
4. The results declared along with the scrutinizer’s report shall be placed on the Company’s website www.islconsulting.in and on the website of CDSL <https://www.evotingindia.com> within 48 Hours after the conclusion of 27th Annual General Meeting of the Company and shall also be communicated to BSE Limited where the shares of the company are listed.
5. The resolutions shall be deemed to be passed on the date of AGM, subject to receipt of sufficient votes.
6. For members holding shares in physical form, the password and default number can be used only for remote e-voting on the resolutions given in the notice.
7. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL remote e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
8. In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

CONTACT DETAILS

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|--|---|--|
| 1. Company | : | ISL Consulting Limited (CIN: L67120GJ1993PLC086576) |
| 2. Registered Office | : | 501, 5 th Floor, Abhijeet – II, Above Standard Chartered Bank,
Nr. Mithakhali Six Road, Ahmedabad – 380 009
Email ID: innogroup@gmail.com |
| 3. Registrar & Transfer Agent | : | M/s. Purva Sharegistry (India) Pvt. Ltd.
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E),
Mumbai – 400 011
Email ID: support@purvashare.com |
| 4. Remote E-Voting Agency | : | Central Depository Services (India) Limited
Email ID: helpdesk.evoting@cdslindia.com |
| 5. Scrutinizer | : | CS Keyur J. Shah
Practicing Company Secretary
Email ID: keyur@keyurishah.com |

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 04**

On recommendation of the Nomination and Remuneration Committee and as a practice of good corporate governance the Company has decided to appoint Mr. Savajibhai Devarambhai Galiya (DIN: 08289016), Additional Director, as an Independent Director on the Board of the Company subject to approval of Shareholders at the General meeting.

As per section 149 of Companies act, 2013, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company. Hence, the said independent director is proposed to be appointed for a period of five years from the conclusion of this Annual General Meeting i.e., September 27, 2019.

Mr. Savajibhai Devarambhai Galiya has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and is not disqualified for appointment as Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. Brief profile and other details of the Independent Director whose appointment is proposed are set out herewith.

Mr. Savajibhai Devarambhai Galiya does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person

Mr. Savajibhai Devarambhai Galiya and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Item No. 05

The Members at the 22nd Annual General Meeting held on September 23, 2014 approved the appointment of Mr. Bhavesh Premji Mamnia as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Bhavesh Premji Mamnia has completed his present term on September 22, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on August 19, 2019 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Bhavesh Premji Mamnia as an Independent Director of the Company with effect from September 27, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Bhavesh Premji Mamnia would benefit the Company, given the knowledge, experience and performance of Mr. Bhavesh Premji Mamnia, and contribution to Board processes by him. Declaration has been received from Mr. Bhavesh Premji Mamnia that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Bhavesh Premji Mamnia fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Bhavesh Premji Mamnia, in terms of Section 149 of the Act. Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Bhavesh Premji Mamnia has been received by the Company, and consent has been filed by Mr. Bhavesh Premji Mamnia pursuant to Section 152 of the Act. Mr. Bhavesh Premji Mamnia does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Bhavesh Premji Mamnia and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Name of Director	Date of Birth	No. of Shares held in the Company (as on March 31, 2019)	Qualification	Experience	Directorships held in other Public Limited Companies	Chairman/ Member of Committees in other Public Limited Companies
Reema A. Shah (DIN: 02698529)	July 7, 1984	15,84,210 Shares	B.C.A	Ms. Reema A. Shah has a vast knowledge in the field of IT. She also looks after HR related activities in the Company.	NIL	NIL
Savajibhai Devarambhai Galiya	June 1, 1970	NIL	HSC	Mr. Savajibhai D. Galiya has many years of experience in field of capital market.	NIL	NIL
Bhavesh Premji Mamania	December 12, 1966	NIL	B. Com	Mr. Bhavesh P. Mamnia has more than 20 Years of rich experience in field of Portfolio Management Services	1. Tirupati Fincorp Limited	2

By order of the Board of Directors

Place: Ahmedabad

Date: 19/08/2019

Regd. Office:

501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009, Gujarat | CIN: L67120GJ1993PLC086576 | Tel: 079 40030352

Email: innogroup@gmail.com | Website: www.islconsulting.in

Ankit J. Shah
Managing Director
(DIN: 02695987)



ISL CONSULTING LIMITED
CIN: L67120GJ1993PLC086576

Regd Off.: 501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009

ATTENDANCE SLIP

27TH ANNUAL GENERAL MEETING – FRIDAY, SEPTEMBER 27, 2019

DP ID* :

Client ID* :

Folio No. :

No. of Shares held :

I / We hereby record my / our presence at 27th Annual General Meeting of the Company on Monday, September 27, 2019 at 401, Swagat, B/s. Lal Bungla, C.G. Road, Navrangpura, Ahmedabad-380006.

Name of the Shareholder

Address of the Shareholder

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Signature of the Shareholder.....

NOTE: Shareholders are requested to bring Attendance Slip duly filled in and hand over the slip at the entrance of the meeting venue.

* Applicable for shares held in electronic form.



ISL CONSULTING LIMITED
CIN: L67120GJ1993PLC086576

Regd Off.: 501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009

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 : L67120GJ1993PLC086576
 Name of Company : ISL Consulting Limited
 Registered Office : 501, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009, Gujarat

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:

- Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him
- Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him
- Name : _____
 Address : _____
 Email ID : _____
 Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 11.00 AM at 401, Swagat, B/s Lal Bungla, C.G. Road, Navrangpura, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- Adoption of Audited Financial Statements of the Company as on 31st March, 2019
- To appoint Ms. Reema A. Shah (DIN: 02698529) as director, who retires by rotation, and being eligible offers herself for re-appointment.
- To appoint M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad (F.R. No. 119020W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

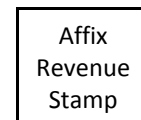
Special Business:

- Appointment of Mr. Savajibhai Devarambhai Galiya (DIN: 08289016) as Independent Director of the Company
- Re-appointment of Mr. Bhavesh Premji Mamnia (DIN: 02208146) as Independent Director of the Company

Signed this _____ day of _____ 2019.

Signature of shareholder:

Signature of Proxy holder(s):



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.

Route Map to AGM Venue:

Venue: 401, Swagat, B/s. Lal Bungla, C.G. Road, Navrangpura, Ahmedabad-380006

Landmark: Lal Bungalow

