

NOTICE

Notice is hereby given that the 24th Annual General Meeting of **ISL CONSULTING LIMITED** will be held on Tuesday, September 27, 2016 at 11:00 a.m. at 404, Aniket Building, Nr. Municipal Market, C. G. Road, Ahmedabad-380009, Gujarat, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2016 and the Balance Sheet as on that date and the Cash Flow for the year ended as at that date together with the Reports of the Board of Directors and the 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:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary resolution:**

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and /or any amendments as may be made therein, the approval of members of the Company be and is hereby accorded to the appointment of Mr. Ankit J. Shah (DIN: 02695987), Additional Director, as Managing Director of the Company, for a period of 5 (Five) years with effect from October 1, 2016 on the terms and conditions including remuneration as set out hereunder with liberty to board of directors to alter and vary the terms and conditions of the said appointment and/ or remuneration within the provisions of the Companies Act, 2013.

TENURE: 5 (Five) years with effect from October 1, 2016

FUNCTIONS: Mr. Ankit J. Shah shall have substantial power of management subject to direction, control and supervision of the Board of Directors of the Company.

REMUNERATION: The Company shall, in consideration of the performance of his duties, pay to Mr. Ankit J. Shah the following remuneration:

1) Salary	:	Maximum Monthly Remuneration of Rs. 50,000/-
2) Travelling Expenses	:	Actual travelling expenses to be borne by the Company for out station journey for official work, in India or abroad.
3) Other Expense	:	Actual telephone expenses shall be borne by the Company.

SITTING FEE: As long as Mr. Ankit J. Shah functions as Managing Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the year, which will be payable to him as minimum remuneration that year.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to increase or revise the remuneration of Mr. Ankit J. Shah subject to maximum remuneration of Rs.1,00,000/- (Rupees One

Lac Only) per month, from time to time during the tenure of the said five years **AND THAT** the said increase or revision shall not exceed the ceiling prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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 read with Schedule IV to the act, as amended from time to time, Mr. Sandeep K. Thacker (DIN: 07484448), Additional Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under 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, 2016.”

By order of the Board of Directors

Place: Ahmedabad

Date: 12/08/2016

Regd. Office:

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

**Hitesh C. Kothari
Managing Director
(DIN: 01217705)**

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. As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, information regarding appointment/ re-appointment of directors and Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business mentioned in above notice is annexed hereto.**
- 3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, September 19, 2016 to Tuesday, September 27, 2016 (Both days Inclusive).**
- 4. 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 Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011. Further, as per new BSE Listing agreement, it is mandatory for all the investors to complete their KYC information, thus we request you to fill in and submit the form annexed to this annual report. Members holding shares in the dematerialized mode are requested to complete their KYC information and intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company’s records.**
- 5. 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.**

6. 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.
7. 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.
8. The Annual Report of the Company has been uploaded on the Company's website www.islconsulting.in
9. **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	Enter your 10 digit alpha-numeric PAN issued by Income Tax department. 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Bank Details in order to login. If 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 (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 the EVSN of the Company i.e. **160822039** 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. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate and Custodians respectively. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details, they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should also upload a scanned copy of Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

1. The remote e-Voting period commences on 23.09.2016 (9:00 AM) and ends on 26.09.2016 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 19.09.2016 may cast their vote electronically. The remote e-Voting module shall be disabled 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. : ACS 16687; CP No. 8814) (Address: “HSA”, 6-Darpan Society, St. Xavier’s Loyola Road, Darpan Six Cross Roads, Ahmedabad-380013) 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 three days after the conclusion of 24th 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

1. **Company** : ISL Consulting Limited (CIN: L67120GJ1993PLC086576)
2. **Registered Office** : 501, 5th 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: busicomp@gmail.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: cs.keyurshah@gmail.com

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

Mr. Ankit J. Shah is CFO and Non-Executive Director of the company. However, the management found him to be an expert in decision making and substantial management as well. Thus, to make maximum use of his expertise it was recommended by the board at its meeting held on August 12, 2016, to appoint him as managing director of the company for a period of five years with effect from October 1, 2016 subject to approval of shareholders at the general meeting. Consequently, to give effect to the aforesaid decision the board decided to change the designation of Mr. Hitesh C. Kothari from Managing Director to Executive Director w.e.f October 01, 2016.

On appointment, his office shall not be held to be liable to retire by rotation. A brief profile of Mr. Ankit J. Shah is set out herewith as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Particulars of the terms and conditions of re-appointment and remuneration payable to Mr. Ankit J. Shah are set out in the resolution.

Ms. Reema A. Shah, Director of the Company, is spouse of Mr. Ankit J. Shah hence she may be considered as concerned and interested in the said resolution. Also, Mr. Ankit J. Shah is interested in the resolution as it relates to his appointment. None of the other directors of the company is, in any way, concerned or interested in the resolution.

The Board recommends the Resolution set out at Item no. 4 of the Notice for approval of the Members.

Item No. 5

On recommendation of the Nomination and Remuneration Committee and as a practice of good corporate governance the Company has decided to appoint Mr. Sandeep K. Thacker (DIN: 07484448), 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., 27th September, 2016.

Mr. Sandeep K. Thacker 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. Sandeep K. Thacker, being an appointee is deemed to be interested in the resolution set out at Item No. 5 of the notice. None of the other directors of the company is, in any way, concerned or interested in the resolution.

The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Name of Director	Date of Birth	No. of Shares held in the Company (as on March 31, 2016)	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	441655 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
Ankit J. Shah (DIN: 02695987)	February 22, 1980	600 Shares	M Phil, Inter C.A.	Mr. Ankit J. Shah has vast knowledge and expertise in the field of Financial management and strategic decision making.	NIL	NIL
Sandeep K. Thacker (DIN: 07484448)	June 06, 1982	NIL	Graduate	Mr. Sandeep K. Thacker is a businessman with a rich experience of 10 years and his analytical skills will be highly beneficial for the Company.	NIL	NIL

By order of the Board of Directors

Place: Ahmedabad

Date: 12/08/2016

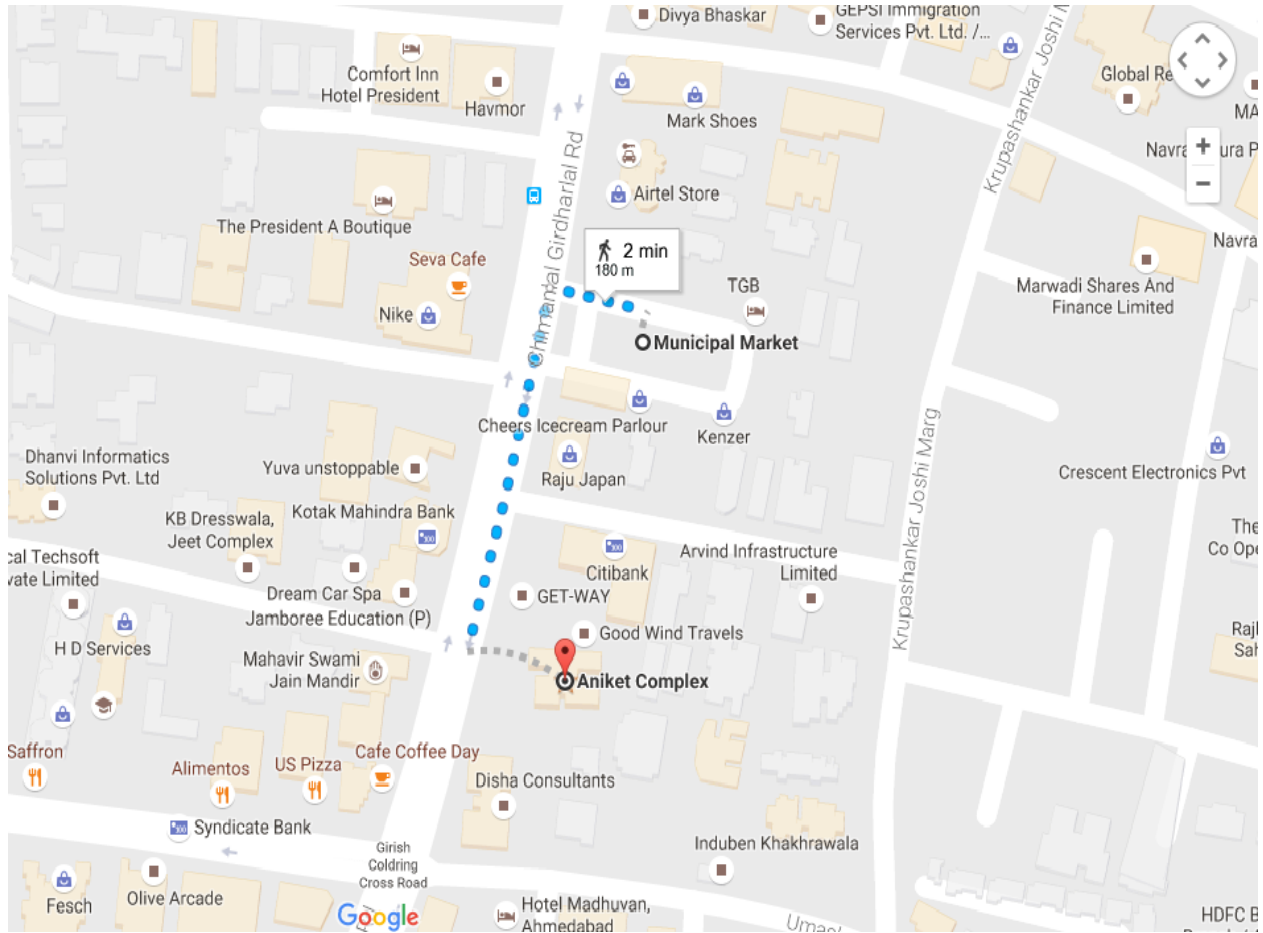
**Regd. Office:
501, 5th Floor, Abhijeet-II
Above Standard Chartered Bank,
Nr. Mithakhali Six Road,
Ahmedabad-380009, Gujarat
CIN: L67120GJ1993PLC086576**

**Hitesh C. Kothari
Managing Director
(DIN: 01217705)**

Route Map to AGM Venue:

Venue: 404, Aniket Building, Nr. Municipal Market, C.G. Road, Ahmedabad-380009

Landmark: Municipal Market





ISL CONSULTING LIMITED
CIN: L67120GJ1993PLC086576

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

ATTENDANCE SLIP
24TH ANNUAL GENERAL MEETING – TUESDAY, SEPTEMBER 27, 2016.

DP ID* :

Client ID* :

Folio No. :

No. of Shares held :

I / We hereby record my / our presence at 24th Annual General Meeting of the Company on Tuesday, September 27, 2016 at 404, Aniket Building, Nr. Municipal Market, C.G. Road, Ahmedabad-380009, Gujarat.

Name of the Shareholder

Address of the Shareholder

.....

.....

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:

1. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him
2. Name : _____
 Address : _____
 Email ID : _____
 Signature : _____, or failing him
3. 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 24th Annual General Meeting of the Company, to be held on Tuesday, September 27, 2016 at 11.00 AM at 404, Aniket Building, Nr. Municipal Market, C.G.Road, Ahmedabad-380009, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of Annual Accounts of the Company as on 31st March, 2016
2. To appoint Ms. Reema C. Kothari (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 in place of M/s. Venkatesh & Co., Chartered Accountants, Chennai (F.R. No. 004636S), the retiring Statutory Auditors of the company.

Special Business:

1. To appoint Mr. Ankit J. Shah (DIN: 02695987) as Managing Director of the Company for a term of five years with effect from October 1, 2016.
2. To appoint Mr. Sandeep K. Thacker (DIN: 07484448) as Independent Director on the Board of the Company for a period of five years with effect from September 27, 2016.

Signed this _____ day of _____ 2016.

Signature of shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.