**ISF LIMITED**
CIN No. : L74899 DL 1988PLC076648
Regd. *Office: 611*,6th FLOOR, PRAGATI TOWER,
RAJENDRA PLACE, DELHI- 110008
PHONE: 011-41411600, +91 9718257157
E-MAIL : Info@isflimited.in

Date 06.09.2021

To
**The Manager- Listing,**
**Bombay Stock Exchange of India Limited**
**PhirozeJeejeebhoy Towers**
**Dalal Street, Mumbai-400001**

**SUB: Notice of 33rd Annual General Meeting of ISF Limited and intimation regarding closure of Register of Members & Share Transfer Books**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (LODR) Regulation 2015, this is to inform you that the 33rd Annual General Meeting of the Company for the Financial Year 2020-21 will be held on Thursday, 30th September, 2021 at 02:30 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OVAM)

Further pursuant to Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 18th September, 2021 to 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.

This is for your information and record.

Thanking You,

**For and on behalf of,**
**For ISF LIMITED**

ISF LIMITED

Director

**Vishal Dang**
**Director**
**DIN: 07971525**

**Encl:**

**1. Notice of the Annual General Meeting**

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF ISF LIMITED WILL BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021 AT 02:30 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OVAM), TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

**ITEM NO. 1 - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider, receive and adopt the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2021and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

**ITEM NO. 2– APPOINTMENT OFMR. PREM JAIN KUMAR (DIN- 01151409), WHO IS LIABLE TO RETIRE BY ROTATION BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

To appoint Mr. Prem Jain Kumar (DIN-01151409), who is liable to retire by rotation in this meeting, and being eligible offers himself for re-appointment as a Director of the company and in this regard, pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prem Jain Kumar (DIN-01151409), who is liable to retire by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company.

**SPECIAL BUSINESS**:

**ITEM. 3- APPOINTMENT OF MS. SHWETA AGGARWAL (DIN: 09145343) AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended *(including any statutory modification(s) or enactment thereof for the time being in force)*, Mrs.ShwetaAggarwal (DIN: 09145343) who was appointed as additional director designated as Independent Director of the Company by the Board of Directors w.e.f. 07thMay, 2021, be and is hereby appointed as Independent Director of the

Company for a period uptofive years w.e.f. from 07thMay, 2021 to 06thMay, 2026 and she is not liable to retire by rotation.

**ITEM 4:APPOINTMENT OF MR. VISHAL DANG (DIN: 07971525) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a**Special Resolution**:

**RESOLVED THAT** pursuant to Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and such other laws, rules and regulations as may be applicable and other approvals as may be required *(including any statutory modification(s) or re-enactment thereof, for the time being in force)*, consent of shareholders of the Company be and is hereby accorded to appoint Mr. Vishal Dang (DIN: 07971525) as Whole-time Director of the Company for such period and upon such terms and conditions including remuneration as mentioned hereinunder:

| **Particulars** | **Terms & Conditions** |
|---|---|
| Term Period | Upto5 years w.e.f. 10th August, 2021 |
| Salary | The remuneration of Mr. Vishal Dang shall be Rs. 50,000 per month upto 3 years w.e.f 10thAugust, 2021. |
| Others | The tenure of Mr. Vishal Dang shall be liable to retire by rotation during his tenure as Whole-time director of the Company |
| Sitting fees | Mr. Vishal Dang shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Whole-time Director of the Company. |

**RESOLVED FURTHER THAT** remuneratio

**ITEM 5: APPOINTMENT OF MR. PREM JAIN KUMAR (DIN-01151409) AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and such other laws, rules and regulations as may be applicable and other approvals as may be required (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of shareholders of the Company be and is hereby accorded to appoint Mr. Prem Jain Kumar (DIN: 01151409) as Whole-time Director of the Company for such period and upon such terms and conditions including remuneration as mentioned hereinunder:

| **Particulars** | **Terms & Conditions** |
|---|---|
| Term Period | Upto 5 years w.e.f. 10th August, 2021 |
| Salary | Mr. Prem Jain Kumar shall not be paid any remuneration during his tenure as Whole-time Director of the Company |
| Others | Tenure of Mr. Prem Jain Kumar shall be liable to retire by rotation during his tenure as Whole-time director of the Company. |
| Sitting fees | Mr. Prem Jain Kumar shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Whole-time Director of the Company. |

**RESOLVED FURTHER THAT** the Board of Directors of the Company *(hereinafter referred to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution, including the Nomination and Remuneration Committee)* be and is hereby authorized to revise, amend, alter and/ or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/ or to the extent as may be required, by the lenders, Central Government or any other persons while according their approval.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies and to do all suchact and things which are ancillary or incidental to give effect to the above resolution."

**Date:** September 02, 2021
**Place:** Delhi

**For & on behalf of**
**ISF Limited**

**Sd/-**
**EktaMundhra**
**Company Secretary**

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 *(collectively referred to as 'MCA Circulars')* and Securities Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 *(collectively referred to as "SEBI Circulars")* has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM.

2. The Company has appointed Skyline Financial Services Private Limited, to provide the VC/ OAVM facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at https://isflimited.in/team.php.

3. Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA

8. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.

9. Members may note that the Notice of the 33rdAGM and the Annual Report 2020-21 will also be available on the Company's website i.e. https://isflimited.in/team.php. For any communication or assistance, the Members may also send requests to the Company's investor E-mail ID: info@isflimited.in .

10. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 33rd AGM along with the Annual Report 2020-21, inter alia, indicating the process and manner of attending the meeting through VC/OVAM and Remote e-Voting is being sent only through electronic mode to those Members whose E-mail IDs are registered with the Company/ RTA/ Depository Participant(s) for communication purposes.

11. All members are requested to make their correspondence in relation to the shares in physical and Demat to our Registrar and Share Transfer Agent i.e. Skyline Financial Services Pvt. Ltd. at its office at D153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 as and when required. Members holding shares in physical form are requested to dematerialize their shares. Members holding shares in physical mode are requested to intimate change in their address (if any), to Skyline Financial Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company, located at D153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, at the earliest quoting their registered folio number. Members holding shares in Electronic mode are requested to send the intimation of Change of their address, if any, in respect of shares held by themto the concerned Depository Participant. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents.

13. Pursuant to the amendment of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in Demat mode. Hence investors are encouraged to demat their physical holding for any further transfer. Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration /updation.

14. As per Rule 3 of Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.

15. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

16. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Skyline Financial Services Pvt. Ltd. on http://www.skylinerta.com.

17. In Compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's websitehttps://isflimited.in/team.phpwebsite of the stock exchange i.e. Bombay Stock Exchange of India Limited athttps://www.bsesdelhi.com and on the website of Company's Registrar and Transfer Agent.

18. Members desiring any further information on the business to be trans[illegible]

[illegible] copy [in case of electronic folio] copy of share certificate [in case of physical folio] via email to [illegible] for obtaining the Annual Report and Notice of e-AGM.

22. In terms of Section 152 of the Act, Mr. Prem Jain Kumar, Director, liable to retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommend his appointment.

23. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. Instructions and other information relating to e-voting are given in this Notice under Note No. 26.

24. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 18th September, 2021 to Thursday, 30th September, 2021 (both day inclusive).**

25. M/s KMPM& Co., Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

26. **Voting Through Electronic Means:**

    a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('**remote e-voting**').

    b) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.

    c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    d) The Company shall also provide facility for voting through ballot form/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

    e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide

remote e-voting facility *(i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting)*.

f) The Board of Directors of the Company has appointed M/s KMPM &Co., Company Secretaries, New Delhi as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

g) The cut-off date for the purpose of voting (including remote e-voting) is 24th September, 2021.

h) Remote e-voting facility will be available during the following period:

| | |
|---|---|
| Commencement of remote e-voting | Monday, September 27, 2021 |
| Conclusion of remote e-voting | Wednesday, September 29, 2021 |

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

i) The Scrutinizer, after scrutinizing the e-voting at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company https://isflimited.in/team.php. The results shall simultaneously be communicated to the Stock Exchanges.

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

The remote e-voting period begins on Monday, September 27, 2021 at 9:00 A.M. and ends on Wednesday, September 29, 2021, 2021 at 5:00 P.M. 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. September 24, 2021, 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 September 24, 2021

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. | 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** 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 & voting during [illegible] |

[illegible]

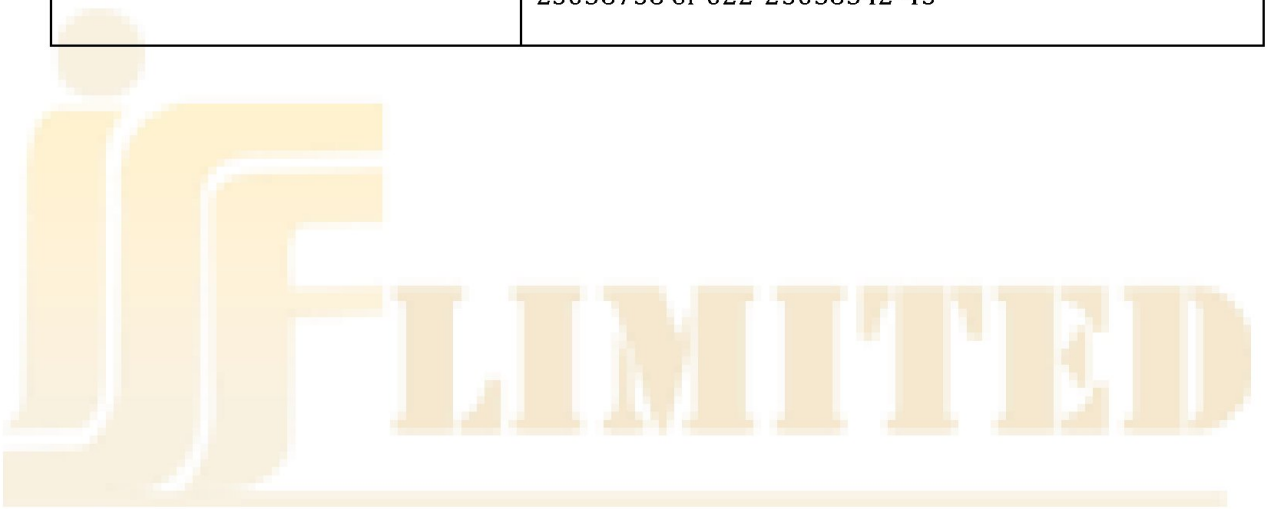
https://www.evoting.nsdl.com/

| | |
|---|---|
| | NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com<br>2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL where the e-Voting is in progress.<br>3. New users are required to register on https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 & voting during the meeting. |

**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 evoting@nsdl.co.inor call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 or contact at 022-23058738 or 022-23058542-43 |



**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<br><br>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<br><br>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<br><br>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 user 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.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 General 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 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kmpminfo@gmail.comwith a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person

Forgot User Details/Password? Physical User Reset Password?

evoting@nsdl.co.in pallavid@nsdl.co.in SoniS@nsdl.co.in

info@isflimited.in

PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@isflimited.in

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 info@isflimited.in. If you are an Individual shareholders 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 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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM 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 General 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@isflimited.in. The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### ITEM No. 3

The Board of Directors of the Company appointed Ms. Shweta Aggarwal (DIN: 09145343) as an Independent Director w.e.f. 07th May, 2021 [illegible]

| Directors /Manager [illegible] | |
|---|---|

| | | | | |
|---|---|---|---|---|
| | | and Extraordinary Items & Tax | | |
| | | Exceptional Items | -- | -- |
| | | Extra Ordinary Items | -- | -- |
| | | Profit Before Tax | 2.24 | 60.08 |
| | | Tax | 0.62 | 25.67 |
| | | Profit After Tax | 1.62 | 34.40 |
| | | Equity Capital (face value Rs. 1) | 9,50,00,000 | 9,50,00,000 |
| 5 | Foreign Investments or Collaborators, if any. | The Company did not have any foreign investments or collaborations. | | |

**V. INFORMATION ABOUT THE APPOINTEE:**

**1. Background Details**

Mr. Vishal Dang is having more than 8 years of experience in the finance industry.

**2. Past Remuneration:**

Remuneration of Mr.Vishal Dang for Financial year 2020-21 is Rs. 70,802 p.a.

**3. Recognition or awards:**

Mr. Vishal Dang is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing development and implementation of company growth strategy and expansion.

**4. Job Profile and his suitability:**

In the capacity of Whole Time Director of the Company Mr. Vishal Dang shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

**5. Remuneration proposed:**

The remuneration of Mr. Vishal Dang shall be Rs. 50,000 per month upto 3 years w.e.f. 10th August, 2021.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.**

Since the Company is involved in non banking finance services, it would not be possible to compare the remuneration payable in similar type of Industry.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Vishal Dang is holding more than 7.59% as on 31st March, 2021 of the equity share capital of the Company.

Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the Company.

**Details of the Director seeking appointment/ re-appointment at the forthcoming AGM of the Company (In pursuant to Regulation 36 of SEBI (LODR) Regulations 2015 read with Secretarial Standards-2) to the extent not covered above**

| | |
|---|---|
| Age | 30 Years |
| Qualification | MBA (Finance and IT) |
| Experience | More than 8 years |
| Date of Appointment on the Board | 8thMay, 2020 |
| Relationship with other Directors/Manager/ KMP | NA |
| No. of Meeting of Board attended during the year | 4 |
| List of Directorship held in other company | NIL |
| Membership/ chairman of Committee of other Board | Mr. Vishal Dang is a member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of ISF Limited |
| Shareholding in the Company | 7.59% |
| Remuneration last drawn (including sitting fees, if any) | 70,802 p.a. |

**ITEMS No. 5**

Mr. Prem Jain Kumar was appointed as Whole Time Director of the Company w.e.f. 10.08.2021 for a period upto5 years.

It is also being informed that the Nomination & Remuneration Committee of the Company has considered and recommended the above said appointment in its meeting held on August 10, 2021.

In view of aforesaid facts, the Board of Directors of the Company in its meeting held on August 10,2021 on the recommendations of the Nomination & Remuneration Committee had approved the appointment of Mr. Prem Jain Kumar as Whole Time Director of the Company as set out in the Resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013**

**I. GENERAL INFORMATION:**

<table>
<tr><td>1.</td><td>Nature of Industry.</td><td colspan="3">Non Banking Financial Company</td></tr>
<tr><td>2.</td><td>Date or Expected Date of Commencement of Commercial Production</td><td colspan="3">10/08/1988</td></tr>
<tr><td>3.</td><td>In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td colspan="3">Not Applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td colspan="3"><table>
<tr><th>Particular</th><th>2019-20 (Rs. In Laces)</th><th>2020-21 (Rs. In Laces)</th></tr>
<tr><td>Total Income</td><td>142.82</td><td>246.03</td></tr>
<tr><td>Profit Before Exceptional and Extraordinary Items & Tax</td><td>2.24</td><td>60.08</td></tr>
<tr><td>Exceptional Items</td><td>--</td><td>--</td></tr>
<tr><td>Extra Ordinary Items</td><td>--</td><td>--</td></tr>
<tr><td>Profit Before Tax</td><td>2.24</td><td>60.08</td></tr>
<tr><td>Tax</td><td>0.62</td><td>25.67</td></tr>
<tr><td>Profit After Tax</td><td>1.62</td><td>34.40</td></tr>
<tr><td>Equity Capital (face value Rs. 10)</td><td>9,50,00,000</td><td>9,50,00,000</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign Investments or Collaborators, if any.</td><td colspan="3">The Company did not have any foreign investments or collaborations.</td></tr>
</table>

**II. INFORMATION ABOUT THE APPOINTEE:**

**1. Background Details**

Mr. Prem Jain Kumar is having more than 15 years of experience in the finance industry.

**2. Past Remuneration:**

Remuneration of Mr. Prem Jain Kumar for Financial year 2020-21 is Rs. 40,911 p.a.

**3. Recognition or awards:**

Mr. Prem Jain Kumar is well recognized for his entrepreneur skills in managing business activities and has been efficiently managing development and implementation of company growth strategy and expansion.

**4. Job Profile and his suitability:**

In the capacity of Whole Time Director of the Company Mr. Prem Jain Kumar shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

**5. Remuneration proposed:**

Mr. Prem Jain Kumar shall not be paid any remuneration during his tenure as Whole time Director of the Company

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.**

Since the Company is involved in non banking finance services, it would not be possible to compare the remuneration payable in similar type of Industry.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Prem Jain Kumar is holding 9.25% of the equity share capital of the company.

Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

**Details of the Director seeking appointment/ re-appointment at the forthcoming AGM of the**

| | |
|---|---|
| No. of Meeting of Board attended during the year | 4 |
| List of Directorship held in other | 1 |