

INTERNATIONAL SECURITIES LIMITED

CIN: L74899DL1993PLC053034

Regd. Office: Statesman House, 148, Barakhamba Road, New Delhi 110001

Phone: 011-42284301

Website: www.internationalsecuritiesltd.com, E-Mail: info.isl1993@gmail.com

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of International Securities Limited will be held on Friday, 28th June, 2024 at 01.00 P.M. at STATESMAN HOUSE 148, BARAKHAMBHA ROAD, NEW DELHI 110001 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 March 31, 2024 and the Reports of the Board of Directors and Auditors thereon; and

2. To appoint a Director in place of Mr. Rajeev Kumar Gupta (DIN: 00039399), who retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ms. Ruchi (DIN: 10566830) as a Non-Executive Independent director

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

“RESOLVED THAT Ms. Ruchi (DIN: 10566830) who was appointed by the Board of Directors as an Additional Director (Independent Director) of the Company with effect from March 29, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Ruchi who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a

declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing March 29, 2024 to March 28, 2029, be and is hereby approved.”

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

Sd/-
(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

Date: 30.05.2024
Place: New Delhi

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) for the matter including in the notice, which is unavoidable and therefore proposed for seeking approval at AGM, is enclosed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the company. A proxy form is enclosed. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 proxy for any other person or member.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at this General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from June 22, 2024 to June 28, 2024 (both days inclusive) for the purpose of the AGM.
5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. Members who are holding Company’s shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
9. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
10. Members are requested :
 - i) To quote their folio Nos. in all correspondence.
 - ii) To note that no gifts will be distributed at the meeting.

iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.

Members holding shares in physical form are requested to convert their shareholdings into DEMAT form with their respective Depository Participants.

12. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.

13. Members holding shares in Demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.

14. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 21st June, 2024 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically or by ballot at the 31st Annual General Meeting (AGM). The Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.

The e-voting period will commence at 09.00 A.M. on June 25, 2024 and will end at 05.00 P.M. on June 27, 2024. The Company has appointed Mr. Puneet Kumar Pandey, Company Secretary in Practice to act as Scrutinizer for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of MAS Services Limited and NSDL as the Authorized Agencies to provide e-voting facilities.

15. VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In

this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the AGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

The e-voting period commences on June 25, 2024 (09:00 A.M.) and ends on June 27, 2024 (5:00 P.M.)

During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also 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.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, June 21, 2024.

The procedure to login to e-Voting website is given below:

Instructions for e-Voting-

1. The Notice of the 31st Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Open email and open PDF file viz; "International Securities e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.
4. Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)
5. Click on Shareholder – Login
6. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
7. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination

thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

8. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
9. Select “EVEN (Electronic Voting Event Number)” of International Securities Limited.
10. Once you enter the Cat Vote page will open. Now you are ready for e-voting.
11. Cast your Vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
12. Upon confirmation, the message “Vote cast successfully” will be displayed.
13. Once you have voted on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cspuneet0188@gmail.com with a copy marked to info.isl1993@gmail.com and evoting@nsdl.co.in It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In such an event, you will need to go through “Forget Password” option available. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct on the site to reset the same.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on **Tuesday, June 25, 2024 (09:00 A.M.) and ends on Thursday, June 27, 2024 (5:00 P.M.)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Friday, June 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of June 21, 2024.

5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Friday, June 21, 2024 and not casting their vote electronically, may only cast their vote at the 31st Annual General Meeting.
6. Mr. Puneet Kumar Pandey, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.internationalsecuritiesltd.com and on the website of Stock Exchange after the declaration of the results by the Chairman.

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

Sd/-
(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

Date: 30TH May, 2024
Place: New Delhi

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act, 2013 as required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice.

ITEM NO. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Ruchi aged 32 as an Additional non executive Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from March 29, 2024. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional non executive independent Director, Ms. Ruchi will hold office up to the date of this Annual General Meeting and is eligible to be regularized/ appointed as an Independent Director of the Company. Ms. Ruchi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority and has given his consent to act as a Independent Director.

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

Sd/-
(RAJEEV KUMAR GUPTA)
Whole Time Director
DIN: 00039399

Date: 30th May, 2024
Place: New Delhi

ANNEXURE-A

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under

NAME OF THE DIRECTOR	Ms. Ruchi
AGE	32
QUALIFICATIONS	Graduate and qualified company secretary
EXPERIENCE	5 YEAR.
Reason for change viz. appointment, re-appointment resignation, removal, death or otherwise	Appointment.
Terms And Conditions Of Appointment/ Reappointment	As per terms of appointment.
Brief Resume and Experience / Expertise	Wide experience in law fields.
DATE OF FIRST APPOINTMENT ON TO THEBOARD	29.03.2024
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2024	--
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	NA
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	--

DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2024	--
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	AUDIT COMMITTEE

By Order of the Board
INTERNATIONAL SECURITIES LIMITED

Sd/-
(RAJEEV KUMAR GUPTA)
 Whole Time Director
DIN: 00039399

Date: 30TH May, 2024
Place: New Delhi

INTERNATIONAL SECURITIES LIMITED

CIN: L74899DL1993PLC053034

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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 **International Securities Limited**, 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....., or failing
him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on Friday, the 28th day of June, 2024 at 1:00 p.m. at Statesman House, 148, Barakhamba Road, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolution	No. of Shares	(For)	(Against)
			I/We assent to the resolution	I/We dissent to the resolution
1.	Adoption of audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon;			
2.	Appointment of a Director in place of Mr. Rajeev Kumar Gupta (DIN: 00039399), who retire by rotation and being eligible offers himself for re-appointment.			
Special Business				
3.	Appointment of Ms. Ruchi (DIN: 10566830) as a Non-Executive Independent director			

Affix Revenue Stamp

Signed this..... day of 2024

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. 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.
2. A proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

INTERNATIONAL SECURITIES LIMITED

CIN: L74899DL1993PLC053034

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ATTENDANCE SLIP

Member(s) or his/her/their proxy(ies) are requested to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

	Name and Address	No. of Shares held
DP id No.*		
Client Id No*		
Regd. Folio No.		

*Applicable to members holding shares in electronic form.

I hereby record my presence at the **31st ANNUAL GENERAL MEETING** of International Securities Limited held on Friday, the 28th day of June, 2024 at 1:00 p.m. at Statesman House, 148, Barakhamba Road, New Delhi 110001.

Please (v) in the box.

Member

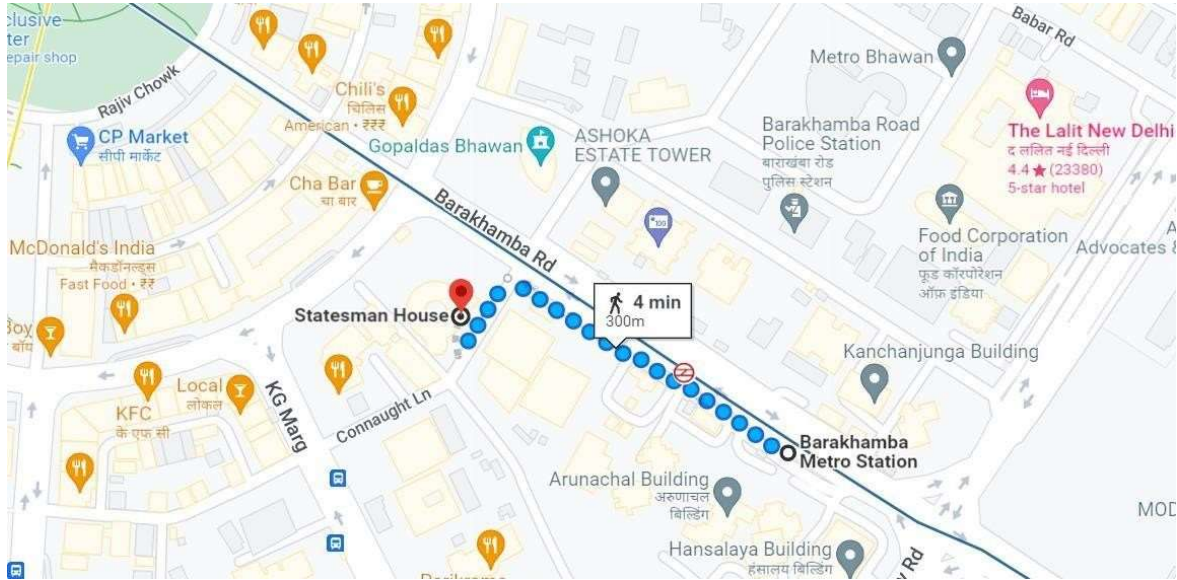
Proxy

.....
Name of the Proxy in Block Letters

Member's Signature

Proxy's Signature

ROUTE MAP OF THE AGM VENUE



INTERNATIONAL SECURITIES LIMITED

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Website: www.internationalsecuritiesltd.com, E-Mail: info.isl1993@gmail.com

Date: 03.06.2024

Dear Shareholder,

DESPATCH OF DOCUMENTS TO YOU THROUGH THE ELECTRONIC MODE

The Ministry of Corporate Affairs ("MCA") has now expressly permitted companies to effect service of documents of shareholders through the electronic mode by giving each shareholder an opportunity to register with the Company his / her e-mail address.

We, therefore, plan to send documents such as the Annual Report, Notices of General Meetings, Circulars and Postal Ballot Notices by e-mail to those shareholders whose e-mail IDs are available with us.

The MCA has clarified that service of documents on shareholders through e-mail will constitute sufficient compliance with the provisions of the Companies Act, 2013.

In view of the above, should you desire to receive documents from the company through the electronic mode, please send us an e-mail at info.isl1993@gmail.com stating either your Folio No. or your DPID and Client ID Numbers, Shareholders holding shares in the dematerialized form should ensure that their e-mail ids appear in the records of their Depository Participant ("DP") also. You may, however, change your instructions at any time and request us to send you documents in the physical form only.

The documents that we propose e-mailing you, will also be available for ready access on our website www.internationalsecuritiesltd.com.

We trust as a responsible citizen you will join us in our initiative to conserve the environment through the curtailment of consumption of paper.

Thanking You,

Yours faithfully,

For INTERNATIONAL SECURITIES LIMITED

Secretarial Department