

Indian Seamless Enterprises Limited

Registered Office: 503, 5th Floor, Lunkad Sky Station Co-op Premises Society Ltd, Viman Nagar,

Pune – 411014, Maharashtra

Phone: 020-41255662 Fax: 020-26630779

E-mail: secretarial@isel.co.in Website: www.isel.co.in,

CIN: U29000PN1995PLC090946

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extra Ordinary General Meeting ('EGM') of the Members of Indian Seamless Enterprises Limited will be held on Thursday, March 4, 2021 at 11.30 A.M. through video conference ('VC') / Other AudioVisual Means ('OAVM') for the purpose of transacting the following Special Business:

1. 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 Section 188 of the Companies Act, 2013('the Act') read with Rules made thereunder, approval of the Members of the Company be and is hereby accorded for entering into transaction in one or more tranches with Related Party as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

By order of the Board of Directors

Anchal Jaiswal
Company Secretary

Place: Pune

Date: February 4, 2021

Registered Office:

503, 5th Floor, Lunkad Sky Station,
Co-op Premises Society Ltd,
Viman Nagar, Pune – 411 014

NOTES:

1. In view of the situation arising out due to COVID-19 pandemic, the Ministry of Corporate Affairs vide General Circular dated 8th April 2020, 13th April 2020, & 28th September 2020 ('Circulars') respectively permitted to hold EGM through VC/OAVM without the physical presence of members at a common venue. Accordingly, the EGM is being held through VC/ OAVM facility for the same.
2. An Explanatory Statement under Section 102 (1) of the Companies Act, 2013 ('Act') relating to the Special Business is annexed hereto.
3. The deemed venue for the EGM shall be the Registered Office of the Company.
4. A member entitled to attend and vote at a General Meeting is usually entitled to appoint a proxy to attend and vote on his behalf. Since, the EGM is being held through VC/ OAVM, the requirement of physical attendance of the members has been dispensed with and that the facility for appointing proxies will not be available.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend the Extra Ordinary General Meeting or vote therein in this regard.
6. In line with the Circulars, EGM Notice along with the Explanatory Statement of the Company is being sent only through electronic mode to the members whose E-Mail IDs are registered with the Company/ Depositories.
7. In case of Joint holders attending the EGM, only such joint holder whose name appears first in order of names will be entitled to vote.
8. The aforesaid Notice of the EGM is available on the website of the Company at www.isel.co.in. The EGM Notice is also disseminated on the

website of CDSL at www.evotingindia.com.

9. Members holding shares in single name are advised to avail the facility of nomination pursuant to Section 72 of the Act. Members holding shares physically may send their nomination in Form SH-13 to Link Intime India Pvt Ltd while Members holding shares electronically may contact their Depository in this regard.
10. In compliance with the provisions of Section 108 of the Companies Act 2013 and the rules framed thereunder and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), either by remote e-voting prior to the EGM or remote e-voting during the EGM.
11. The Members can opt for only one mode of remote e-voting i.e. either prior to the EGM or during the EGM. The members present at the EGM who have not cast vote by remote e-voting prior to the EGM shall be able to exercise their right to cast vote by remote e-voting during the EGM. The members who have cast vote by remote e-voting prior to the EGM are eligible to attend the EGM but shall not be entitled to cast vote during the EGM.
12. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of Participation at the EGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the GM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
14. Since the EGM shall be held through VC or OAVM, hence the requirement of providing the Route Map for the venue of the EGM in the notice does not apply to this EGM.
15. A person who is not a Member as on cut-off date should treat this Notice for information purposes only. Any person who becomes a Member after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein.
16. **Instructions for accessing and participating in the Extra Ordinary General Meeting (EGM) through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - a. **The instructions for shareholders for remote e-voting are as under:**
 - i. The voting period begins on March 1, 2021 at (9:00 am) and ends on March 3, 2021 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 25 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - a) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - c) Click on "Shareholders" module.
 - d) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#)

using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e- Voting option and proceed directly to cast your vote electronically.

e) Next enter the Image Verification as displayed and Click on Login.

f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

g) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company or contact the Company/Link Intime India Pvt Ltd
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

h) After entering these details appropriately, click on "SUBMIT" tab.

i) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.

j) For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

k) Click on the EVSN for the relevant Indian Seamless Enterprises Limited on which you choose to vote.

l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the 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.

m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

n) 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

b. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy

of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Link Intime India Pvt Ltd, the Registrar and Transfer Agents of the Company at evoting@linkintime.co.in or to the Company at secretarial@iscl.co.in

- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Link Intime India Pvt Ltd, the Registrar and Transfer Agents of the Company evoting@linkintime.co.in or to the Company at secretarial@iscl.co.in.

c. Instructions for shareholders attending the EGM through VC/OAVM are as under:

- (i) Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPad"s for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@iscl.co.in. The shareholders who do not

wish to speak during the EGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@iscl.co.in. These queries will be replied to by the company suitably by email.

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

d. Instructions for shareholders for e-voting during the EGM are as under:-

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the EGM 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 available during the EGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

e. Note for non – individual shareholders and custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- i. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- ii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iii. 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.
- iv. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- v. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@isel.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the e- Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

17. The Board of Directors have appointed Mrs. Gautami Joshi (CP No. 18310), Gautami Joshi Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-Voting process and

casting vote through the e-Voting system during the meeting in a fair and transparent manner.

18. The Chairman shall, at EGM, at end of discussions on resolutions on which voting is to be held, allow voting with assistance of Scrutinizer by use of e-voting for all those members who are present at EGM but have not cast their votes by availing remote e- voting facility.

19. The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company & shall make, not later than 3 days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same & declare the result of the voting forthwith.

20. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company at viz. www.isel.co.in and on the website of CDSL viz. www.evotingindia.com.

21. Members are further requested to:

- Intimate changes, if any, in their registered address/ bank mandate and email address to the R&T Agent for shares held in physical form and to their respective Depository Participants for shares held in Demat form.
- Quote Ledger folio number/ DP ID/ Client ID in all the correspondence with the Company or its R&T Agent.
- Intimate about consolidation of folios to the R&T Agent, if your shareholding is under multiple folios.
- Note that as per SEBI/ Stock Exchange guidelines the shares of the Company are traded compulsorily in Demat form. As per the guideline issued by SEBI there are no Demat Account opening charges. In view of this Members are requested to convert their physical share certificate into Demat form.
- Note that as per SEBI Notification dated June 08, 2018 shares in physical form will not be transferred w.e.f. April 01, 2019 except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised in your interest to dematerialize your shareholding at the earliest.

- Note that the Company has designated an exclusive-mailidviz. "secretarial@isel.co.in" to enable investors to register their complaints, if any.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1

Indian Seamless Enterprises Limited (ISEL), being a promoter company has made investments in various Associate Companies from time to time over the past years and now, it is proposed to sell equity shares of Taneja Aerospace and Aviation Limited, equivalent to 50.75% of total share capital of Taneja Aerospace and Aviation Limited (a company listed at BSE) to Vishkul Enterprises Private Limited (formerly known as Vishkul Leather Garments Pvt Ltd) at the prevailing market prices on the date of execution of transaction, subject to adherence to SEBI (SAST) Regulations, 2011, upto Rs. 50 Crore (Rs. Fifty Crore) in one or more tranches. The said transaction shall be within the Promoter group as defined under SEBI regulations & is proposed as a part of restructuring of Promoters holding in the listed company.

Upon recommendation of Audit Committee, the Board of Directors vide their Board Meeting held on February 4, 2021 have accorded their approval for the aforesaid related party transaction, subject to requisite approval of Shareholders.

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, all material related party transactions would require shareholders' approval. Since the said transaction is material in nature would require approval of shareholders through resolution and

all related parties shall abstain from voting on the said resolution.

Duration of the aforesaid transaction will be two (2) years from the date of passing of this resolution or such other extended period as may be decided by the Board from time to time.

Your Directors, therefore, recommend the resolution for your approval by way of an Ordinary Resolution as set out at Item no. 1 of the accompanying Notice.

Except Mr. N V Karbhase, being a common Director none of the Directors and their relatives are concerned or interested, financially or otherwise in this resolution.

By order of the Board of Directors

Anchal Jaiswal
Company Secretary

Place: Pune
Date: February 4, 2021

Registered Office:
503, 5th Floor, Lunkad Sky Station,
Co-op Premises Society Ltd,
Viman Nagar, Pune – 411 014