

**INTELLIGENT COMMUNICATION SYSTEMS INDIA LIMITED**  
**DIRECTORS' REPORT TO THE SHAREHOLDERS**  
**33<sup>RD</sup> ANNUAL GENERAL MEETING**

**DEAR SHAREHOLDERS,**

Your Directors have immense pleasure in placing the 33<sup>rd</sup> Annual Report of Intelligent Communication Systems India Limited along with the audited financial accounts for the period ended 31<sup>st</sup> March 2020.

**OPERATING RESULTS**

The Company's performance in financial terms has been satisfactory. The revenue from operations excluding other income for this year is Rs.16523.94 Lakhs compared to Rs.17514.13 Lakhs for the previous year. The overall financial performance of ICSIL for the financial year 2019-20 together with the comparative figures of the previous year is mentioned as under: -

S. NO.	PARTICULARS	2019-20	2018-19
		AMOUNT IN RS. LAKHS	
01.	Sales & Service	16523.94	17514.13
02.	Profit Before Tax	869.58	729.77
03.	Profit After Tax	572.24	420.91

**DIVIDEND**

Subject to the approval of the Members at the Annual General Meeting, the Board of Directors of your company recommends payment of Dividend of 20% of the Paid up share capital for Financial Year 2019-20.

**TRANSFER TO RESERVES**

An amount of Rs. 553.07 Lakhs has been transferred to General Reserve in the year 2019-20.

## INTRODUCTION

Intelligent Communication Systems India Limited (ICSIL) is a joint venture company of Telecommunications Consultants India Ltd. (TCIL), a Govt. of India Enterprise under Ministry of Communications & IT & Delhi State Industrial & Infrastructure Development Corporation Ltd. (DSIIDC), an undertaking of Govt. of NCT Delhi. It is an ISO 9001:2015 compliant company also holds the status of Public Sector Undertaking (PSU).

The Department of Industries, Govt. of NCT of Delhi has empanelled ICSIL for providing Manpower to the Departments of Govt. of NCT of Delhi, Autonomous Bodies/Local Bodies/Corporations under Govt. of NCT of Delhi. ICSIL also undertakes IT projects for various departments, autonomous bodies, PSU under Central Govt., other State Govt. and abroad.

ICSIL is committed to deliver high quality solutions in the field of IT, ITES, Education, Skill Development, HR Outsourcing, Security & Surveillance Systems , Telecom Infrastructure and Renewable Energy bearing in mind stated & implied needs of Society and Industry.

In brief, the activities of ICSIL are described as under -

### 1. OUTSOURCING OF MANPOWER

Being an Empanelled Agency of Govt. of NCT of Delhi, ICSIL has been providing contractual manpower of all sorts such as professionals, non-professionals, skilled, un-skilled etc. to various Government Departments, autonomous bodies etc. Already over 6000 personnel are deployed in various departments of Govt. of Delhi & Central Govt. departments.

### 2. SUPPLY AND MAINTENANCE OF COMPUTER HARDWARE, SOFTWARE & COMPUTER ACCESSORIES

ICSIL is also the empanelled agency of the Govt. of NCT of Delhi for catering to there IT infrastructure needs as per requirement.

### 3. COMPUTER EDUCATION & TRAINING PROGRAMMES

ICSIL is also in the field of Computer Education Training and has 100+ franchise centers in more than 7 states/UT of India and plan to increase it to many folds in near future. Its aim is to provide quality and industry relevant computer education skill development through these centers. ICSIL also offer customized training programs, designed in consultation with the organization and tailor made as per the requirement of the organization.

ICSIL offers a variety of Computer training programs through its franchises in PAN India presence.



#### **4.PROJECT IN KUWAIT**

ICSIL has a MOU with TCIL for undertaking various projects in the field of Telecommunications & Information Technology, deploying new Technology in the field of telecom, software, switching & transmission system, cellular service, optical fiber based back bone.

#### **FUTURE PLANS**

Apart from ongoing projects, ICSIL plans to venture into various specialized IT activities/ projects with more focus on turnkey IT projects, setting up of call centers, E-health, E-Education security & surveillance (CCTV, Biometric attendance system), networking, website design and development, e-Governance, smart city, digitization & document management system, skill development, network audit, customized IT solutions, consultancy, Wi-Fi, Solar solutions etc.

#### **CAPITAL**

The authorized as well as paid up share capital of the Company continued to be Rs. 1Crore during the year 2019-20.

#### **INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to section 124 and 125 of the Companies Act, 2013, any amount of dividend which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund (IEPF) of the Government of India.

Accordingly, during the financial year 2019-2020, an amount of Rs. 3,71,318/- pertaining to unclaimed dividend for the financial year 2011-2012 transferred to Investor Education and Protection Fund (IEPF) of the Government of India on 26/11/2019.

#### **MANPOWER**

In spite of the constraints of your Company, high degree of dedication, devotion, sincerity and commitment of employees has contributed to the significant growth and performance of the organization.

#### **DIRECTORS**

During the period from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020, 5 (Five) meetings of the Board of Directors were held on the following dates: 146<sup>th</sup>(18.06.2019), 147<sup>th</sup>(16.10.2019), 148<sup>th</sup>(23.10.2019), 149<sup>th</sup> (26.11.2019) and 150<sup>th</sup>(24.03.2020).

The Board of Directors of the company as on 31.03.2020was:

1. Sh.Vikas Anand - Director
2. Sh.V.K Sinha - Managing Director
3. Sh. Kamendra Kumar - Director
4. Sh. EDA Raja Babu - Director
5. Sh. D.K Gupta -Director

Due to the superannuation, Shri.Mohanjeet Singh, earlier Chairman ceased to be the Chairman of ICSIL w.e.f 30.06.2019 and in his place Shri Vikas Anand joined as the Chairman w.e.f.16.10.2019

Sh.Arun Mishra ceased to be the Director of the Company w.e.f 24.04.2019 and in his place Sh. Eda Raja Babu was appointed as an additional director w.e.f 18.06.2019.

Sh. Rajiv Gupta ceased to be the Director of the Company w.e.f 30.09.2019 and in his place Sh. Kamendra Kumar was appointed as an additional director w.e.f. 23.10.2019.

Due to the superannuation,Sh. Arun Kumar Jain ceased to be the Director of the Company w.e.f 31.10.2019.

The last AGM of ICSIL was held on 27.12.2019 and the following Directors attended the same: -

1. ShriVikas Anand- Chairman
2. Shri Kamendra Kumar - Director
3. Shri D.K Gupta - Director

#### **COMMITTEE MEETING:**

Following are the Board Committee during the financial year 2019-20,

1. Corporate Social Responsibility (CSR) Committee held on 24.03.2020.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors to the best of their knowledge and belief confirm:

- 1) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there has been no material departure.
- 2) That appropriate accounting policies and practices have been applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31<sup>st</sup> March, 2020 and of the Profits of the Company for the year ended on that date.
- 3) That proper care has been taken for the maintenance of accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the Annual Accounts have been prepared on a "going concern" basis.
- 5) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## **FIXED DEPOSITS**

During the year, ICSIL has not accepted any deposit from the public.

## **CORPORATE GOVERNANCE**

The Company has always aimed at the highest level of transparency, accountability and equity in its operations. ICSIL is having a well defined corporate structure that establishes checks and balances and delegate's decision making to appropriate levels in the organization, though the board remains in effective control of the affairs of the company. ICSIL believes that good Corporate Governance practices are essential for generating long term value and maintaining a sustainable business model.

## **CORPORATE SOCIAL RESPONSIBILITY**

During the financial year 2019-2020, Company has not spent any amount on CSR activities due to Covid-19 pandemic but the CSR amount of same financial year has been spent in the current financial year.

## **INTERNAL CONTROL SYSTEM**

Company has an Internal Control System commensurate with its size and nature of business. It provides for adequate recording and custody of assets, compliance with prevalent statutes, policies, management guidelines and circulars. Transactions are adequately recorded, cross verified and promptly reported. Internal Audit has been outsourced and periodic reports are placed before the Management for perusal.

## **INFORMATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 REGARDING EMPLOYEES REMUNERATION**

Information as per Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to your Company as no employee in the Company was drawing more than INR 5,00,000/- per month or INR 60,00,000/- per annum or in excess of that drawn by the Chairman-cum-Managing Director or Whole-Time Director and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The Company is not undertaking any manufacturing activity. Hence there is no major consumption of energy. However, for office, the company is taking all care to reduce the energy consumption. Further, the Company's line of business does not involve use of hi technology.

### **RISK MANAGEMENT**

The risk management of the company is overseen by the Board of Directors.

### **AUDITORS' REPORT**

The Auditors' Report to the Shareholders does not contain major qualification.

### **RELATED PARTY TRANSACTIONS**

Form AOC-2 containing complete particulars of Related Party Transactions is attached AS Annexure "A".

### **EXTRACTS OF ANNUAL RETURN**

The extract of Annual Return is available on the website of the Company at [www.icsil.in](http://www.icsil.in).

### **DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has constituted a Committee for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed hereunder. During the financial year 2019-20, the Company has not received any complaint on sexual harassment.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the company exceeding the limits specified under Section 186 of the Companies Act, 2013 during the year under review and hence, the said provision is not applicable.

### **UNSECURED LOAN**

During the year under review, the unsecured loans of ICSIL stood at NIL.

### **DISCLOSURE UNDER SECRETARIAL STANDARD**

The Company has complied with the provisions of Secretarial Standard-1 in respect of the Board Meetings and Secretarial Standard-2 in respect of the General Meetings held during the financial year 2019-2020.



**STATEMENT UNDER SECTION 134(3)(p) OF THE COMPANIES ACT, 2013 REGARDING  
FORMAL ANNUAL EVALUATION MADE BY BOARD OF ITS OWN PERFORMANCE  
AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

In terms of the notification dated 05.06.2015 issued by Ministry of Corporate Affairs, the company has been exempted from the above provision and hence the disclosure is no longer required.

**AUDITORS**

The Comptroller & Auditor General of India has appointed M/s Jain & Malhotra, Chartered Accountants, New Delhi as Statutory Auditor of the Company for auditing the accounts of the Company for the financial year 2019-20. Directors would like to record their sincere thanks for the commendable services rendered by them.

**ACKNOWLEDGEMENT**

Your Directors take this opportunity to express their deep sense of gratitude to your Company's valuable clients. They also extend their sincere thanks for the co-operation shown to the Company by departments of Govt. of NCT of Delhi and other organizations.

The directors also express their deep sense of appreciation for the continued co-operation and help received from the JV Partners Viz. M/s TCIL and M/s DSIIDC. The Directors also take this opportunity to acknowledge the cooperation extended by the Comptroller & Auditor General of India and the valued Bankers.

The Directors take this opportunity to appreciate the untiring efforts put in by the employees of the Company for their active involvement, dedication and utmost co-operation which enabled the organization to perform better.

And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always placed on us.

**For & on behalf of the board of directors of  
Intelligent Communication Systems India Limited**



**Devendra Kumar Gupta**  
(Director)

DIN: 08064713



**Vinod Kumar Sinha**  
(Managing Director)

DIN 07964872

Date: 02/03/2021  
Place: New Delhi

**AOC-2**

**PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES  
(PURSUANT TO *CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014*)**

THIS FORM PERTAINS TO THE DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISO THERETO

**1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:**

NAME OF RELATED PARTY:-TCIL					
NATURE OF RELATIONSHIP :-JOINT VENTURE					
					AMT. IN INR
NATURE OF CONTRACT	DURATI ON OF CONTR ACT	SALIENT TERMS	AMOUNT	DATE(S) OF APPROVAL BY THE BOARD	AMOUNT PAID AS ADVANCES
NIL					

NAME OF RELATED PARTY:-DSIIDC					
NATURE OF RELATIONSHIP :-JOINT VENTURE					
					AMT. IN INR
NATURE OF CONTRACT	DURATI ON OF CONTR ACT	SALIENT TERMS	AMOUNT	DATE(S) OF APPROVAL BY THE BOARD	AMOUNT PAID AS ADVANCES
NIL					



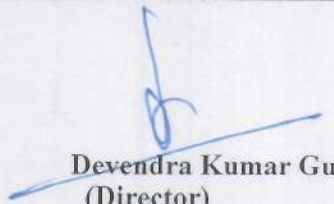
**2. DETAILS OF MATERIAL\* CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:**

THE DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS AT ARM'S LENGTH BASIS FOR THE YEAR ENDED MARCH 31, 2020 ARE AS FOLLOWS:

NAME OF RELATED PARTY		:-TCIL			
NATURE OF RELATIONSHIP		:-JOINT VENTURE			
					AMT. IN LAKHS
NATURE OF CONTRACT	DURATION OF CONTRACT	SALIENT TERMS	AMOUNT	DATE(S) OF APPROVAL BY THE BOARD	AMOUNT PAID AS ADVANCES
SUB CONTRACTOR EXP. RELATING TO ICSIL KUWAIT	3 YEARS FOLLOWED BY 1 YEAR WARRANTY.	SETTING UP TELECOM NETWORK	999.76		NIL
INCOME FROM KUWAIT		INCOME FROM EXECUTION OF VARIOUS CONTRACT IN KUWAIT	5.02		NIL
ROYALTY PAYMENT	FIRST YEAR	ROYALTY PAYMENTS TOWARDS TCIL-ITC PROJECT	100.80		NIL

NAME OF RELATED PARTY		:- DSIIDC			
NATURE OF RELATIONSHIP		:-JOINT VENTURE			
					AMT. IN LAKHS
NATURE OF CONTRACT	DURATION OF CONTRACT	SALIENT TERMS	AMOUNT	DATE(S) OF APPROVAL BY THE BOARD	AMOUNT PAID AS ADVANCES
MANPOWER	CONTINUOUS SINCE LAST 6 YEARS	SUPPLY OF MANPOWER	2791.51		NIL
RENT	CONTINUOUS SINCE LAST 6 YEARS	RENT TOWARDS OFFICE PREMISES	12.98		NIL

FOR AND ON BEHALF OF THE BOARD

  
**Devendra Kumar Gupta**  
 (Director)  
 DIN:08064713

  
**Vinod Kumar Sinha**  
 (Managing Director)  
 DIN:07964872

Date: 02/03/2021  
 Place: New Delhi