

International Data Management Limited

CIN L72300DL1977PLC008782

Regd. Office : 806, Siddharth, 96, Nehru Place, New Delhi-110019

Email : idmcomplianceofficer@gmail.com; Tel. : 011-26444812

Website : www.idmlimited.in

NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of the Members of International Data Management Limited will be held on Wednesday, 23rd September, 2020 at 2:30 PM, Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC”/ “OAVM”) Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date, together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Rita Gupta (DIN 00899240), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Sashi Sekhar Mishra, as Manager of the Company. To Consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 of the Companies Act, 2013 read with schedule V and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended / approved by the Nomination and Remuneration Committee and Board of Directors in its meeting held on February 12, 2020, the approval of the Members of the Company be and is hereby accorded to re-appoint, Mr. Sashi Sekhar Mishra (DIN 03072330) whose current period of office is expired on March 30, 2020, and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations, being re-appointed as Manager of the Company without any remuneration w.e.f. March 31, 2020 to March 30, 2025 upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Sashi Sekhar Mishra.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to

delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

4. Re-appointment of Mr. P S Ravishankar as an Independent Director of the Company. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, of the Companies Act, 2013 read with schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended/ approved by the Nomination and Remuneration Committee and Board of Directors in its meeting held on February 12, 2020, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. P S Ravishankar (DIN 00016364), a Non-Executive Independent Director of the Company, whose current period of office is expired on March 30, 2020, who has submitted a declaration continuing to meet the criteria for independence as provided in Section 149(6), and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment be and is hereby re-appointed as an Independent Director for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations, w.e.f. March 31, 2020 to March 30, 2025.

5. Re-appointment of Mr. Suresh Chand Sharma as an Independent Director of the Company. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, of the Companies Act, 2013 read with schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended/ approved by of the Nomination and Remuneration Committee and Board of Directors in its meeting held on February 12, 2020, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Suresh Chand Sharma (DIN 02435235), a Non-Executive Independent Director of the Company, whose current period of office is expired

on March 30, 2020, who has submitted a declaration continuing to meet the criteria for independence as provided in Section 149(6), and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment be and is hereby re-appointed as an Independent Director for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations, w.e.f. March 31, 2020 to March 30, 2025.

By Order of the Board
For **International Data Management Limited**

Jasbir Singh Marjara
Company Secretary & Compliance Officer
ACS 41879

Address : 2252, Guru Nanak Nagar
New Ranjit Nagar
New Delhi - 110008

Place: New Delhi

Date: 10th August, 2020

NOTES:

- In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the 43rd AGM shall be the Registered Office of the Company.
- Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 43rd AGM of the Company shall be conducted through VC / OAVM. Central Depository Services Limited ('CDSL') will be providing facility for remote e-voting and e-voting during the AGM
- The attendance of the Members attending the 43rd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 43rdAGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 43rd AGM through VC/OAVM Facility and e-Voting during the 43rd AGM.
- Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at idscomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com with a copy marked to helpdesk.evoting@cDSLindia.com.
- Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from Saturday, 19th September, 2020 to Wednesday 23rd September, 2020 (both days inclusive).
- Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of 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, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at Annual General Meeting by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 18, 2020, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions on Agenda No. 1 to 5 set forth in this Notice. The members may cast their votes through electronic voting system (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, September 20, 2020 and will end at 5.00 p.m. on Tuesday, September 22, 2020. In addition, the facility for e-voting shall also be made available during the AGM. Members participating in the AGM through Video Conference/ Other Audio Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to participate the AGM, however, they shall not be eligible to vote at the meeting. The Company has appointed M/s Rana & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- Members may join the 43rd AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 43rdAGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 43rd AGM. Members may note that the VC/OAVM Facility allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 43rd AGM without any restriction on account of first-come-first-served principle.
- 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 their 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 the Company at

idmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com.

10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact their Depository Participant with whom they are maintaining their demat account the Company or Company's Registrars and Transfer Agents for assistance in this regard.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 43rd AGM has been uploaded on the website of the Company at www.idmlimited.in. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The 43rd AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 43rd AGM) i.e. www.evotingindia.com.
12. The Shareholders in their meeting held on 27th September, 2017 approved the appointment of M/s. PurushothamanBhutani & Co., New Delhi (FRN 005484N), as the Statutory Auditors of the Company, to hold office till the conclusion of 45th Annual General Meeting to be held in year 2022.
13. As stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, brief profile of Ms. Rita Gupta, including names of companies in which she holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A and B respectively:

Table A

Age	57 years
Qualification	CA
Experience	Ms. Rita Gupta has been associated with HCL Group from last many years in different capacities. She has rich exposure of Treasury and Banking Management.
Terms and Director Conditions of appointment	Non-Executive Women Director
Details of remuneration	NIL
Date of first appointment	31-March-2015
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	None
Directorships of other Board	As provided in Table B
Membership/ Chairmanship of Committees of other	As provided in table B

Table B

1. Directorships

Name of the Company	Position on the Board thereof
Vama Sundari Investments (Pondi) Private Limited	Director
Universal Office Automation Limited	Director
Slocum Infrastructure Private Limited	Director
HCL Talentcare Private Limited	Director
HCL Technologies Solutions Limited	Director
Digilife Distribution and Marketing Services Limited	Director
HCL Infotech Limited	Director
Renew Wind Energy (Jath) Limited	Director
Renew AkshayUrja Limited	Director

2. Memberships / Chairmanships of Board Committees

Name of the Company	Name of the Committee	Position on the Committee thereof
Universal Office Automation Limited	Corporate Social Responsibility Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Stakeholder Relationship Committee	Member
	Audit Committee	Member

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Sashi Sekhar Mishra (DIN 03072330) whose current period of office has expired on March 30, 2020, has been re-appointed for a second term from 31st March, 2020 to 30th March, 2025, subject to approval of the Members under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations. Mr. Mishra is associated with HCL Group for the last about 25 years in different roles. The principal terms and conditions of Mr. Mishra's re-appointment as Manager (hereinafter referred to as 'Mr. Mishra' or the 'Manager') are as follows:

1. Period: From 31st March, 2020 to 30th March 2025.
2. Nature of duties:
 - a) The Manager shall devote his time and attention to the revival and compliances of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to

- superintendence, control and directions of the Board in connection with and in the best interests of the Company.
- b) The Manager shall not exceed the powers so delegated by the Board pursuant to clause 2(a) above.
 - c) The Manager undertakes to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
3. The personnel policies of the Company and the related Rules shall be applicable to the Manager, unless specifically provided otherwise.
 4. The Manager, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
 5. The terms and conditions of the re-appointment of the Manager may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Manager, subject to such approvals as may be required.
 6. This re-appointment may be terminated by either party by giving to the other party two months' notice of such termination.
 7. The terms and conditions of the re-appointment of the Manager also include clauses pertaining to adherence with the Company's Code of Conduct, intellectual property, non-competition, conflict of interest with the Company and maintenance of confidentiality.

The Directors are of the view that the re-appointment of Mr. Mishra as Manager will be beneficial to the operations of the Company and the Company will be benefitted with his abilities and experience and accordingly commend the Resolutions at Item No. 3 of the accompanying Notice for approval by the Members of the Company. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Brief profile of Mr. Sashi Sekhar Mishra, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A and B respectively:

Table A

Age	52 years
Qualification	B.Com & LL.B
Experience	Mr. Sashi Sekhar Mishra has worked diligently for the last about 25 years at HCL Group in different roles.
Terms and Conditions of appointment	Executive Director and shall function subject to the supervision and control of Board.
Details of remuneration	NIL
Date of first appointment	31-March-2015

Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Directorships of other Board	As provided in Table B
Membership/Chairmanship of Committees of other	NIL

Table B**Directorships**

Name of the Company	Position on the Board and Committee thereof
HCL Infosolutions Limited	Director
HCL Employees Investment Co. Ltd	Director
South Asian Computers Limited	Director
Guddu Investments (Delhi) Private limited	Director
Esthetic Infra-Developers Private Limited	Director
Universal Office Automation Limited	Director
Buoyant Infra- Developers Private Limited	Director
Cityframe Infra –Developers Private Limited	Director
Pimpri Chinchwade Services Limited	Director

Other than Mr. Mishra, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item No. 3 of the accompanying Notice. Mr. Mishra is not related to any other Director of the Company.

Item No. 4 & 5

Mr. P S Ravishankar and Mr. Suresh Chand Sharma whose current period of office has expired on March 30, 2020 has been re-appointed for a second term from 31st March, 2020 to 30th March, 2025, subject to approval of the Members under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations. Mr. P S Ravishankar and Mr. Suresh Chand Sharma Non-Executive Independent directors of the Company have furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.

Accordingly, the Board proposes to re-appoint Mr. P S Ravishankar and Mr. Suresh Chand Sharma as Independent Directors of the Company for further period of 5 years with effect from March 31, 2020 as set out at

Item Nos. 4 & 5 of this Notice. Upon the confirmation of the re-appointment of these individuals as Independent Directors by the Members of the Company, the re-appointment shall be formalised by the issue of a letter of appointment by the Company to the said Independent Directors. The Board accordingly recommends the resolutions at Item Nos. 4 & 5 of this Notice for the approval of the Members as special resolutions.

Brief profile of **Mr. P S Ravishankar**, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A and B respectively:

Table A

Age	67 years
Qualification	Graduate
Experience	45 years
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	31-March-2015
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Directorships of other Board	As provided in Table B
Membership/Chairmanship of Committees of other	Board As provided in table B

Table B**1. Directorships**

Name of the Company	Position on the Board and Committee thereof
Universal Office Automation Limited	Director

2. Memberships / chairmanships of Board Committees

Name of the Company	Name of the Committee	Position on the Committee thereof
Universal Office Automation Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Stakeholder Relationship Committee	Member

Brief profile of **Mr. S C Sharma**, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	65 years
Qualification	Graduated
Experience	43 years
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	31-March-2015
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Directorships of other Board	NIL
Membership/Chairmanship of Committees of other	NIL

Other than Mr. P S Ravishankar and Mr. S C Sharma, None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 4 & 5 of this Notice.

By Order of the Board
For **International Data Management Limited**

Jasbir Singh Marjara
Company Secretary & Compliance Officer
ACS 41879

Address : 2252, Guru Nanak Nagar

Place: New Delhi

New Ranjit Nagar

Date: 10th August, 2020

New Delhi - 110008

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 20th September, 2020 at 9:00 A.M. and ends on 22nd September, 2020 at 5:00 P.M. 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 18th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders / Members" module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members 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) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the 'International Data Management Limited'
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 idscomplianceofficer@gmail.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xxi) In case you have any queries or issues regarding attending AGM & 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).
- (xxii) 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.
- (xxiii) M/s Rana & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The Scrutinizer shall after the conclusion of e-Voting at the 43rd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 43rd AGM, who shall then countersign and declare the result of the voting forthwith.
- (xxv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL at helpdesk.evoting@cdslindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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:

- A. For Physical shareholders**-Send a request to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company, at compliances@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN card for registering their email address.
- B. 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 **Skyline Financial Services Private Limited (RTA) email id i.e. compliances@skylinerta.com** or Please Contact your Depository Participant (DP) and register your email address as per the process advised by your DP.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 43RD AGM THROUGH VC/OAVM ARE AS UNDER:

- A. Shareholder will be provided with a facility to attend the 43rd AGM 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.
- B. Shareholders are encouraged to join the 43rd AGM through Laptops /IPads for better experience.
- C. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- D. 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.
- E. Shareholders who would like to express their views/ask questions during the 43rd meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. idscomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. idscomplianceofficer@gmail.com the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com. These queries will be replied to by the company suitably by email.
- F. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 43rd AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 43RD AGM ARE AS UNDER:-

- A. The procedure for e-Voting on the 43rd AGM is same as the instructions mentioned above for Remote e-voting.
- B. Only those shareholders, who are present in the 43rd 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 available during 43rd AGM.
- C. Shareholders who have voted through Remote e-Voting will be eligible to attend the 43rd AGM. However, they will not be eligible to vote at the 43rd AGM.