

INTERNATIONAL DATA MANAGEMENT LIMITED
CIN L72300DL1977PLC008782
Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110019
Email: idmcomplianceofficer@gmail.com; Tel. 011-26444812
Website – www.idmlimited.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, Circulars issued by the Ministry of Corporate Affairs (the "MCA") for holding general meetings / conducting postal ballot process through voting by electronic means ("remote e-voting") bearing Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 (collectively, the "MCA Circulars") and any other applicable laws and regulations, the following item(s) of special businesses are proposed to be passed by the Members of International Data Management Limited ("the Company") through Postal Ballot via remote e-voting:

Special Businesses:

Item No. 1:

APPOINTMENT OF MR. VIKRAM SHASTRY (DIN 09633011) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Vikram Shastry (DIN: 09633011), who was appointed by the Board of Directors as an Additional Director in the category of Non-executive Independent Director with effect from 31st March, 2025, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 31st March, 2025 to 30th March, 2030.

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."

Item No. 2:

APPOINTMENT OF MS. PAMELA SRIVASTAVA (DIN 10719897) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150,152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Ms. Pamela Srivastava (DIN 10719897), who was appointed by the Board of Directors as an Additional Director in the category of Non-executive Independent Director with effect from 31st March, 2025, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 31st March, 2025 to 30th March, 2030.

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."

Item No. 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 29th March, 2025, the approval of the Members of the Company be and is hereby accorded to reappoint, Mr. Sashi Sekhar Mishra (DIN 03072330) whose current period of office as the Manager is expired on 30th March, 2025, who is eligible for re-appointment 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. 31st March, 2025 to 30th March, 2030 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

reappointment 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.”

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

Date: 19th May, 2025
Place: New Delhi

Pradeep Tahiliani
Company Secretary & Compliance Officer
Membership No: ACS 18570

Notes

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”), setting out all material facts and rationale relating to the resolutions mentioned at item no. 1 to 3 of this Postal Ballot Notice is appended herein below for information and consideration of the Members of the Company and the same should be considered as part of this Postal Ballot Notice.
2. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities and the applicable MCA circulars, the Company is pleased to provide remote e-voting facility to Members to cast their vote electronically.
3. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 23rd May, 2025, the “Cut-Off Date” for determining the eligibility to vote by electronic means and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
4. The Board of Directors have appointed Mr. Nishant Rana, Proprietor of M/s Rana & Associates, Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

5. The relevant documents referred to in this Postal Ballot Notice shall be available for inspection on all working days except holidays during business hours at the Registered office of the Company by the Members till the last date of remote e-voting for this Postal Ballot i.e. 28th June, 2025.
6. In accordance with the MCA circulars and the SEBI Listing Regulations, Postal Ballot Notice is being sent in electronic form only, instead of dispatching hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot. In view of this, the assent or dissent of the Members on the resolution mentioned in this Postal Ballot Notice would take place through electronic remote e-voting only.
7. Any person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
8. This Postal Ballot Notice can be accessed on the website of the Company at <https://www.idmlimited.in> and the website of the Stock Exchange i.e. BSE Limited, on which the equity shares of the Company are listed at <https://www.bseindia.com>. Postal Ballot Notice is also disseminated on the website of CDSL (the agency appointed for providing the remote e-Voting facility to the Members to electronically cast their vote) at <https://www.evotingindia.com>.
9. Members who have not registered/updated their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and other communication(s) sent by the Company, from time to time, can register for the same in the following manner:
 - i. Members holding shares in physical mode can register / update their e-mail address by submitting duly filled and signed Form ISR-1 along with requisite supporting documents at the Registered Office of the Company or to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020. The Members can also send scan copy of the aforesaid documents through e-mail to the Company at ldmcomplianceofficer@gmail.com or to Skyline Financial Services Private Limited at admin@skylinerta.com / compliances@skylinerta.com.
 - ii. Members holding shares in demat mode are requested to register / update their e-mail addresses with their respective Depository Participant(s) only.
10. 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 to vote on its behalf. The said Resolution/Authorization shall be sent to the Company at ldmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent at admin@skylinerta.com / compliances@skylinerta.com at with a copy marked to helpdesk.evoting@cdsl.com.
11. Members are informed that remote e-voting will start from **Friday, 30th May, 2025 at 9:00 a.m. (IST) and will end on Saturday, 28th June, 2025 till 5:00 p.m. (IST)**. The e-voting module will be disabled by CDSL after 5:00 p.m. (IST) on Saturday, 28th June, 2025.

12. The resolutions, if approved, shall be deemed to have been passed on the last date specified for remote e-voting, i.e. **Saturday, 28th June, 2025**. If the resolution as mentioned in this Postal Ballot Notice is assented to by the requisite majority of the Members by means of Postal Ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.
13. The Scrutinizer shall submit his report to the Chairman or to the authorized person after completion of scrutiny of the e-voting on or before Monday, 30th June, 2025 and the results of the voting shall be declared on or before Monday, 30th June, 2025 at the Registered Office of the Company. The results along with the Scrutinizer's Report will be placed on the website of the Company, CDSL and the Registrar and Share Transfer Agent. The same shall simultaneously submitted with BSE Limited, on which the equity shares of the Company are listed.
14. SEBI has mandatorily stipulated to update the PAN, KYC, Nomination details, Bank details, contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhar number. Accordingly, the shareholders holding shares in physical form are requested to take necessary actions to comply with the aforesaid directions issued by SEBI.

Members are requested to carefully read the instructions as mentioned below for remote e-voting before casting their vote:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins **on Friday, 30th May, 2025 at 9:00 a.m. (IST) and will end on Saturday, 28th June, 2025 till 5:00 p.m. (IST) (both days inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23rd June, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, shareholders can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, Shareholder shall not be allowed to change it subsequently or cast the vote again.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-

	<p>directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 idmcomplianceofficer@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. Members holding shares in physical mode can register / update their e-mail address by submitting duly filled and signed Form ISR-1 along with requisite supporting documents at the Registered Office of the Company or to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020. The Members can also sent the aforesaid documents through e-mail to the Company at idmcomplianceofficer@gmail.com or to Skyline Financial Services Private Limited at admin@skylinerta.com / compliances@skylinerta.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 21 09911

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

Item Nos. 1 & 2

The second consecutive term of appointment of Mr. P S Ravishankar (DIN 00016364) and Mr. Suresh Chand Sharma (DIN 02435235) as Non-executive Independent Director(s) of the Company ended on 30th March, 2025, resulting into vacancy in the office of Independent Director(s) of the Company.

The Board of Directors ("the Board") at their meeting held on 29th March, 2025, upon recommendation of Nomination and Remuneration Committee, appointed Mr. Vikram Shastry (DIN 09633011) and Ms. Pamela Srivastava (DIN 10719897) as Additional Director(s) of the Company in the category of Non-executive Independent Director for the first term of five consecutive years with effect from 31st March, 2025 to 30th March, 2030, subject to approval of the Members of the Company.

Mr. Vikram Shastry and Ms. Pamela Srivastava have given their consent to act as Director(s) of the Company are eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"). The Company has also received declaration(s) from them that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

Further, the Company has also received notice(s) under Section 160 of the Act from the member(s) of the Company proposing the candidature of Mr. Vikram Shastry and Ms. Pamela Srivastava for the office of Independent Director(s) of the Company.

In the opinion of the Board, both Mr. Vikram Shastry and Ms. Pamela Srivastava possesses appropriate skills, knowledge, expertise beneficial for the Company and they fulfil the conditions specified in the Act and the rules made thereunder and the Listing Regulations for their appointment as Independent Director(s) of the Company and are independent of the management.

Requisite information, including brief profile of Mr. Vikram Shastry and Ms. Pamela Srivastava, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is mentioned in Annexure – I of this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives (except for Mr. Vikram Shastry & his relatives for resolution at item no. 1 and Ms. Pamela Srivastava and her relatives for resolution at item no. 2), are concerned or interested, financially or otherwise, in the resolution set out in Item Nos. 1 and 2 of the Notice.

The Board recommends the special resolution(s) set forth in this Postal Ballot Notice at item no. 1 and 2 for approval of the Members of the Company.

Item No. 3

The term of Mr. Sashi Sekhar Mishra, Director (DIN 03072330) as the Manager of the Company ended on 30th March, 2025. The Board of Directors ("the Board") at their meeting held on 29th March, 2025, upon recommendation of Nomination and Remuneration Committee, re-appointed Mr. Sashi Sekhar Mishra, Director as the Manager of the Company for a term of five years w.e.f. 31st March, 2025 to 30th March, 2030, subject to approval of the Members of the Company, under the provisions of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Mr. Sashi Sekhar Mishra (hereinafter referred to as 'Mr. Mishra' or the 'Manager') is associated with HCL Group for the nearly 28 years in different roles. The principal terms and conditions for re-appointment of Mr. Mishra as Manager are as follows:

1. Period: From 31 March, 2025 to 30 March 2030.
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.

Considering the abilities and experience of Mr. Mishra, the Directors are of the view that his re-appointment as Manager will be beneficial for the Company and accordingly the Board has recommended the ordinary resolution 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 re-appointment as specified above are now being placed before the Members for their approval.

Brief profile of Mr. Sashi Sekhar Mishra, including the names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is mentioned in Annexure – I of this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except for Mr. Sashi Sekhar Mishra & his relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

Annexure – I

Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting as issued by the Institute of Company Secretaries of India.

• **Information of Mr. Vikram Shastry and Ms. Pamela Srivastava**

Name of Director	Mr. Vikram Shastry (DIN 09633011)	Ms. Pamela Srivastava (DIN 10719897)
Date of Birth / Age	19 June, 1984 40 years	21 November, 1966 58 years
Nationality	Indian	Indian
Date of Appointment or reappointment on the Board	Appointed by the Board of Directors as an Independent Director for a period of five (5) years w.e.f. 31st March, 2025, subject to approval of the shareholders of the Company	Appointed by the Board of Directors as an Independent Director for a period of five (5) years w.e.f. 31st March, 2025, subject to approval of the shareholders of the Company
Qualifications	Mr. Vikram Shastry holds an MBA in Finance & Marketing, complemented by a Bachelor of Technology (B. Tech) degree in Electronics	Ms. Pamela Srivastava holds a Bachelor's degree in History and an Executive MBA in Social Entrepreneurship
Brief Profile & Experience	Mr. Vikram Shastry has approximately 14 years of rich and diverse experience in Treasury & Financial Management, he has developed deep expertise in managing corporate finance, liquidity planning, risk mitigation, and investment strategies.	Ms. Pamela Srivastava has approximately 30 years of extensive experience in strategic business development and management, she has played a pivotal role in driving growth, fostering partnerships, and steering organizations toward long-term success. Over the years, she has held key positions at various organizations including Oxfam India and Vapika Trade Link, where she has been instrumental in shaping business strategies and optimizing operations.
Expertise in specific functional area	Treasury & Financial Management	Business development and Management
Number of shares held in the Company as on date of this Postal Ballot Notice	Nil	Nil
Number of Board Meetings attended during the year.	Not Applicable	Not Applicable
Last drawn remuneration	Not Applicable	Not Applicable

List of the directorships held in other companies as on date of this Postal Ballot Notice	<ul style="list-style-type: none"> • Universal Office Automation Limited • First Stonex Limited • Hudson Engineering & Technology Solutions Limited <i>(Formerly known as HCL Infosolutions Limited)</i> 	<ul style="list-style-type: none"> • Universal Office Automation Limited
Chairman/Member in the Committees of the other companies in which he is Director	Member of following committees of Universal Office Automation Limited: – <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Stakeholders Relationship Committee - Member 	Member of following committees of Universal Office Automation Limited: – <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Stakeholders Relationship Committee - Member
Listed entities from which has/she has resigned in the past three years	Nil	Nil
Relationships between Directors inter-se, with Manager and other Key Managerial Personnel.	None	None

• **Information of Mr. Sashi Sekhar Mishra**

Name of Manager	Mr. Sashi Sekhar Mishra (DIN 03072330)
Date of Birth / Age	01 November, 1968 56 years
Nationality	Indian
Date of Appointment or reappointment on the Board	<p>Mr. Sashi Sekhar Mishra was appointed as Director on the Board of Company w.e.f. 31st March, 2015 and also re-appointed as the Manager for a period of five (5) years w.e.f. 31st March, 2020 to 30th March, 2025.</p> <p>The Board of Directors re-appointed Mr. Sashi Sekhar Mishra as a Manager for another period of five (5) years w.e.f. 31st March, 2025, subject to approval of the Members of the Company.</p>
Qualifications	Mr. Sashi Sekhar Mishra holds a Commerce degree, is a ICWAI (I), and is also a Law graduate.

Brief Profile & Experience	Mr. Sashi Sekhar Mishra is a seasoned finance and compliance professional with nearly 28 years of extensive experience at HCL Group, where he has held various key operational and compliance roles. Throughout his career, Mr. Mishra has been deeply involved in accounts and finance, treasury management, management information systems (MIS), taxation, and financial reporting.
Expertise in specific functional area	Accounts and finance
Number of shares held in the Company as on date of this Postal Ballot Notice	Nil
Number of Board Meetings attended during the year FY 2024-25	Five (5)
Last drawn remuneration	Nil
List of the directorships held in other companies as on date of this Postal Ballot Notice	1) Hudson Engineering & Technology Solutions Limited <i>(Formerly known as HCL Infosolutions Limited)</i> 2) Ecstatic Employees Care & Support Limited <i>(Formerly known as HCL Employees Investment Co. Limited)</i> 3) South Asian Computers Limited 4) Esthetic Infra-Developers Private Limited 5) Buoyant Infra- Developers Private Limited 6) Cityframe Infra –Developers Private Limited 7) Grotto Infra Developers Private Limited 8) Saola Infra Developers Private Limited 9) Dhrtvan Business Accelerations Private Limited 10) Universal Office Automation Limited 11) Pimpri Chinchwad eServices Limited
Chairman/Member in the Committees of the other companies in which he is Director	Nil
Listed entities from which has/she has resigned in the past three years	Nil
Relationships between Directors inter-se, with Manager and other Key Managerial Personnel.	None

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

Date: 19th May, 2025
Place: New Delhi

Pradeep Tahiliani
Company Secretary & Compliance Officer
Membership No: ACS 18570