



IMEC Services Limited

CORPORATE INFORMATION

IMEC SERVICES LIMITED		
CIN: L74110MH1987PLC142326		
BOARD OF DIRECTORS	DESIGNATION	DIN
Mr. Ashutosh Mishra	Independent Director	00038320
Mr. Shivani Gupta	Independent Director	08275256
Mr. Saket Barodia	Non-Executive Director	00683938

Chief Financial Officer

Mr. Nilesh Nagar

Company Secretary

Mr. Parag Gupta

M. No. A50725

Auditors

M/S SCAN & Co.,

(formerly known as

M/s. M.S. Singhatwadia & Co.,)

Chartered Accountants

Firm R. No. 113954W

211, Trade Centre, 2nd Floor, 18

South Tukoganj, Indore

Registered Office

611, Tulsiani Chambers,

Nariman Point, Mumbai-400021

Registrar & Share Transfer Agent

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri (E) Mumbai-400059

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NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (“AGM / Meeting”) of the Members of IMEC Services Limited (the Company) will be held on Tuesday, December 29, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OVAM”) at 1:00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2020 together with the Report of Board's & Auditors thereon.
2. To appoint Mr. Saket Barodia (DIN: 00683938), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Saket Barodia (DIN: 00683938), Director of the Company, retiring by rotation, be and is hereby re-appointed as Director of the Company whose period of office will be liable to be determined by retirement by rotation.”

**By order of the Board of Directors
For IMEC Services Limited**

Sd/-

Date: December 2, 2020
Place: Indore

**Parag Gupta
Company Secretary
M. No. A50725**

**Registered Office: 611, Tulsiani Chambers,
Nariman Point, Mumbai - 400021**

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and other applicable circulars, if any, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and above mentioned MCA Circulars, the 32nd AGM of the Company will be held through VC / OAVM. Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility
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and e-voting during the AGM. The detailed procedure for participating in the meeting through VC / OAVM is explained in the notice below and is also available on the website of the Company at www.imecservices.in. The deemed venue for the AGM shall be the Registered Office of the Company.

2. In compliance with applicable provisions of the Act read with the MCA Circulars and Listing Regulations, the 32nd AGM of the Company is being conducted through VC / OAVM. In accordance with the provisions of Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide VC/ OAVM facility for the AGM.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

The presence of shareholders through VC/ OAVM will be reckoned for the purpose of quorum u/s 103 of the Act.

Corporate Members/Trust /Other Persons intending to send their authorized representative to attend the AGM through VC / OAVM facility, are requested to send a duly certified copy of Board Resolution/ Authorization Letter to the Company, authorizing their representative to attend and vote on their behalf at the AGM.

5. The Registrar of Companies, Maharashtra, Mumbai vide its Orders dated September 8, 2020 passed under Section 96(1) of the Companies Act, 2013, extended the time for holding Annual General Meeting for the financial year ended March 31, 2020 by three months from the due date for holding the AGM.
 6. In terms of Section 152 of the Act, Mr. Saket Barodia – Non-Executive Director is liable to retire by rotation at this AGM and being eligible, offers himself for re-appointment.
 7. The details of the Director pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking re-appointment of Directorship at this AGM is appended to this Notice.
 8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the
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AGM. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send a request through e-mail to investor@imecservices.in.

Dispatch of Annual Report through electronic mode:

9. In accordance with General Circular No. 20/2020 dated May 5, 2020 issued by MCA and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depositories/Depository Participant(s).
10. The AGM Notice and Annual Report are available on the website of the Company www.imecservices.in, website of BSE Limited at www.bseindia.com and on website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com.
11. The procedure for obtaining the Annual Report, AGM Notice and e-Voting instructions by the shareholders whose email addresses are not registered with the DPs/ RTA is as under:

Shareholders are advised to register/ update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares are held in demat mode, with their respective DPs.
 - In case of shares held in physical mode, by accessing the link <https://investor@bigshareonline.com> or by sending an email to the RTA at investor@bigshareonline.com with details of Folio number, e-mail id and attaching a self-attested copy of PAN card.
 - After due verification, the Company/ RTA will send login credentials for attending the AGM and voting to the registered email address.
 - Any person who becomes a shareholder of the Company after sending of the AGM Notice and holding shares as on the cut-off date may obtain the user Id and password in the manner provided in the AGM Notice.
12. The Audited Financial Statement of the Subsidiary company and the related detailed information shall be made available to Members of the holding Company i.e. IMEC Services Limited (formerly known as Ruchi Strips and Alloys Limited) on demand.
 13. The Items of Business given in the AGM Notice dated December 2, 2020 may be transacted through the remote e-voting facility which is provided to the Members of the Company whose names appear in the Register of Members/List of Beneficial owners as on the cut-off date i.e. Tuesday, December 22, 2020 to exercise their right to vote at the 32nd Annual General Meeting of the Company by electronic means through remote e-voting platform provided by CDSL. Please
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note that the Members of the Company are requested to voluntarily opt the remote e-voting facility to vote on the resolution specified in the Notice of AGM, in case they are not able to attend the Annual General Meeting through VC / OAVM.

14. Any person, who acquires the share(s) of the Company and becomes a Member of the Company after sending of this Notice of AGM and holds the shares as on the cut-off date, can also cast their vote through remote e-voting facility.
15. Members holding shares in physical form are requested to dematerialize their shares by approaching any of the Depository Participants (NSDL/CDSL). As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and BSE Circular No. LIST/COMP/15/2018-19 dated July 5, 2018; no transfer of shares would be processed w.e.f. December 5, 2018 (which got extended till April 1, 2019) unless the shares are held in dematerialized form.
16. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. Procedure for participation in the 32nd AGM through VC/ OAVM:

- a) The Company has engaged CDSL to provide VC/OAVM facility to its shareholders for participation in the AGM.
 - b) Shareholders will be able to attend the e-AGM by using their e-Voting login credentials and are advised to follow the procedure given below:
 - (i) Launch internet browser by typing the URL 'https://www.evotingindia.com'
 - (ii) Enter the login credentials (i.e. user ID and password for e-Voting).
 - (iii) In case the login credentials are not available or forgotten, retrieve the same by following the procedure given in the e-Voting instructions.
 - (iv) After login, click on 'Live Streaming' link.
 - (v) Enable the camera in your computer/ other devices in the 'settings' menu.
 - c) Shareholders will be allowed to attend the AGM on first come, first served basis.
 - d) Facility to join the meeting shall open 30 minutes before the scheduled time of the e-AGM and will be kept open throughout the proceedings of the AGM.
 - e) Shareholders who need assistance before or during the AGM may contact:
Mr. Rakesh Dalvi - Manager
Central Depository Services (India) Limited,
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds, N M Joshi Marg,
Lower Parel (East), Mumbai - 400013
E-mail: helpdesk.evoting@cdslindia.com
Phone: 022-2305 8542/8543/8738, 1800 200 5533
 - f) 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.
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- g) Shareholders desiring to express their views/ ask questions during the AGM may register themselves as a speaker. Request for this may be made to investor@imecservices.in on or before December 26, 2020 mentioning their name, demat account number/folio number, email id, mobile number.
- h) Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM.
- i) Shareholders who do not wish to speak during the AGM but have queries or views may send the same in advance to the Company in the same manner stated above. Their queries will be replied suitably by the Company through email during the appropriate course of time.
- j) Shareholders are advised to quote their name and DP ID-Client ID/Folio No. in all their communications.
- k) Recorded transcript of the e-AGM will be made available on the website of the Company as soon as possible after the conclusion of the e-AGM.

18. E-Voting Process & Instructions:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and above mentioned MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 32nd AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

A. The instructions for Shareholders for remote e-voting are as under:

- (i) The Remote e-Voting period commences on Saturday, December 26, 2020 at 10.00 a.m. and ends on Monday, December 28, 2020 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, December 22, 2020, can cast their votes through remote e-voting. The e-Voting module will 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" module.
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- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 e-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 Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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.
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- (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 (Electronic Voting Sequence Number) of IMEC Services 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 respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) In case of shareholders whose e-mail IDs are not registered with the Depository Participants/RTA: Please follow procedure given in point 9 of this AGM Notice.

B. Instructions for Shareholders for E-Voting during the AGM are as under:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - b) Shareholders who could not vote through remote e-Voting may avail the e-Voting system provided at the AGM by CDSL.
 - c) Only those shareholders, who are present in the AGM and who have not cast their e-vote through remote e-Voting are eligible to vote at the AGM.
 - d) If a shareholder casts his vote in the AGM without being present, his vote will be treated invalid.
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- e) In case of joint holders attending the meeting, only the joint holder who is higher in the order of names will be entitled to vote at the AGM.
- f) Shareholders who have voted through Remote e-Voting are eligible to attend the AGM; however, they will not be eligible to vote at the meeting.

C. General Instructions

- a) The cut-off date for the purpose of e-voting has been fixed as Tuesday, December 22, 2020. Shareholders holding shares as on this date only are entitled to vote under either mode.
 - b) In case of persons who have acquired shares and become shareholders of the company after the dispatch of AGM Notice, the Company would be mailing the 32nd Annual Report for 2019-20 to their registered email address as and when they become shareholders. They may follow the same procedure for e-voting.
 - c) Voting rights of shareholders shall be in proportion to their shareholding in the Company as on the cut-off date of December 22, 2020.
 - d) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
 - e) In case a shareholder by inadvertence or otherwise has voted under both options, his voting by Remote e-Voting only will be considered.
 - f) Mr. Anish Gupta, (FCS No. 5733, COP No. 4092) of Anish Gupta & Associates, Practicing Company Secretary has been appointed as the Scrutinizer.
 - g) The Scrutinizer will after the conclusion of voting at the e-AGM:
 - i) First unblock and count the votes cast at the e-AGM through e-voting.
 - ii) Then unblock the votes cast through Remote e-Voting.
 - iii) Both the above will be done in the presence of two witnesses not in the employment of the company.
 - iv) Make a consolidated Scrutinizer's report (integrating the votes cast at the meeting & through Remote e-Voting) of the total votes cast in favour or against, to the Chairman.
 - v) The Scrutinizer's report as above would be made soon after the conclusion of AGM and in any event not later than three days from the conclusion of the meeting.
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