

ANNUAL REPORT
2012 - 2013

IDM

International Data Management Limited

INTERNATIONAL DATA MANAGEMENT LIMITED

Board of Directors	Neelesh Agarwal	Director
	P.S. Ravishankar	Director
	Suresh Chand Sharma	Director

Company Secretary &
Compliance Officer Nishant Rana

Auditors S. D. Chopra & Associates

Banker Vijaya Bank, Noida

Registered Office 806, Siddharth
96, Nehru Place
New Delhi-110 019

Listed at Bombay Stock Exchange Limited, Mumbai
[Listing fees paid up to current year]

Note:- The designated e-mail ID for Investors Complaints / grievance
redressal is : idmcomplianceofficer@gmail.com

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of International Data Management Limited will be held on Thursday, the 26th day of September, 2013 at 3.30 P.M. at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi-110003.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 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 Mr. Suresh Chand Sharma, who retires by rotation in accordance with Article 132 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration. M/s S D Chopra & Associates, Chartered Accountants, the retiring auditors, being eligible offer themselves for reappointment.

SPECIAL BUSINESS

4. Alteration in Articles of Association by insertion of new clauses pertaining to de-materialization of Shares

To consider & if thought fit to pass with or without modifications the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 31 & other applicable provisions, if any, of the Companies Act, 1956 consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association by insertion of following new clauses in the existing set of Articles of Association:

Insertion of New Clauses:

- a) **Insertion of following sub-clause(s) in the definition clause i.e. Clause No. 2 after the definition of Auditors**

Beneficial Owner shall mean beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of Depositories Act, 1996.

- b) **Insertion of following sub-clause(s) in the definition clause i.e. Clause No. 2 after the definition of Debentures**

Depositories Act, 1996 shall include Depositories and any statutory modification or re-enactment thereof; and

Depository shall mean a Depository as defined under Clause (e) of sub-section (1) of Section 2 of Depositories Act, 1996

- c) **Insertion of following sub-clause(s) in the definition clause i.e. Clause No. 2 after the definition of Dividend**

Exchange means the Stock Exchange or Exchanges where the Shares of the Company are listed for the time being

- d) **Replacement of sub-clause defining 'Member' under the definition clause i.e. Clause No. 2 with the following sub-clause:**

“Member” Or “Shareholders” means a person:

Whose name is entered in the Register of Members as holding any share(s) either solely or jointly;

Subscribers of Memorandum of the Company; and

Beneficial Owner(s)

- e) **Insertion of following sub-clause at Clause No. 11 (e):**

The Company shall be entitled to dematerialize its existing shares, Rematerialize its shares held in the Depository and / or to offer its fresh shares or buyback its shares in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

- f) **Insertion of following sub-clause at Clause No. 11 (f):**

The Register and Index of Beneficial Owners maintained by the Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index (if applicable) of Members and Security-holders for the purposes of these Articles.

g) Insertion of following clause at Clause No. 12A:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners:

- i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Every depository shall furnish to the Company Information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

h) Insertion of following clause at Clause no. 19(aa)

Notwithstanding anything contained in Articles, no share certificate(s) shall be issued for shares held by the "Beneficial Owner(s)" with the depository.

i) Insertion of following clause at Clause no. 53A

Nothing contained in the foregoing Article shall apply to transfer of securities affected by the transferor and transferee both of whom are beneficial owners with the Depository

In the case of transfer or transmission of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

j) Insertion of following sub-clause at Clause No. 184A:

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

"RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, execute documents and make all filings as may be necessary to give effect to the above resolutions and to take all such steps for giving any direction as may be necessary or desirable for the purpose of giving effect to above resolutions for dematerialization."

By Order of the Board
For International Data Management Ltd.

Place : Noida
Date : 16th August, 2013

Nishant Rana
Company Secretary

NOTES

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR USE BY MEMBERS, IF REQUIRED. THE PROXY FORM DULY SIGNED ACROSS THE REVENUE STAMP SHOULD BE SUBMITTED TO THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
- B. Register of members and Share Transfer Books of the Company shall remain closed on Book Closure Dates, i.e. from Monday, 23rd September, 2013 to Thursday, 26th September, 2013(both days inclusive).
- C. Information regarding re - appointment of Director:-
At the ensuing Annual General Meeting Mr. Suresh Chand Sharma, Director, shall be retiring by rotation and being eligible, offers himself for re-appointment. Mr. Suresh Chand Sharma possesses vast knowledge & experience in the realm of Accounts, finance and Commercial Laws.
- D. The relative explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under item no.4 is annexed with the notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 4**

The Company proposes to offer the shareholders/investors of the Company the choice/option to hold or to trade the Shares of the Company in Dematerialized form. In order to meet this objective, the Company is required to alter its Articles of Association by inserting/replacing clauses/sub-clauses. The Company considered dematerialization of its shares in regard to the Circular issued by the Securities Exchange Board of India which mandated dematerialization of securities held by the promoters of the Company.

Moreover dematerialization is considered for reducing the paper work of the Company as well as to facilitate investors in trading of Shares of the Company.

The Directors recommend the resolution set out at item no. 4 as Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the resolution.

For International Data Management Ltd.

Place : Noida

Date : 16th August, 2013

Nishant Rana

Company Secretary