

**ANNUAL REPORT
2013 - 2014**

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
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Auditors	S. D. Chopra & Associates
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Banker	Vijaya Bank, Noida
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Registered Office	806, Siddharth 96, Nehru Place New Delhi-110 019
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Listed at	Bombay Stock Exchange Limited, Mumbai [Listing fees paid up to current year]
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Note:- The designated e-mail ID for Investors Complaints / grievance redressal is : idmcomplianceofficer@gmail.com

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of International Data Management Limited will be held on Tuesday 23rd September, 2014 at 3:30 P.M. at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi - 110003 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 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. Neelesh Agarwal, 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 40th Annual General Meeting and to fix their remuneration. M/s S.D. Chopra & Associates (FRN 003789N), Chartered Accountants, the retiring auditors, being eligible offer themselves for reappointment. As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014, it is proposed to re-appoint M/s S D Chopra & Associates (FRN - 003789N), Chartered Accountants, as the auditors of the Company to hold the office from the conclusion of ensuing Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 15 Crores (Rupees Fifteen Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

By Order of the Board
For **International Data Management Ltd.**

Place : New Delhi
Date : 29th May, 2014

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 close on Book Closure Dates i.e. from Wednesday 17th September, 2014 to Tuesday 23rd September, 2014 (both days inclusive)
- C.** Information regarding re-appointment of Director:-
At the ensuing Annual General Meeting Mr. Neelesh Agarwal, Director shall be retiring by rotation and being eligible, offers himself for re-appointment. Mr. Neelesh Agarwal is a Chartered Accountant and possesses extensive knowledge & experience in the realm of Accounts, finance, taxation and Commercial Laws.
- D.** During the period commencing 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
- E.** Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

Pursuant to Section 180(1)(c) of the Companies Act, 2013 the Board of Directors may borrow money in excess of aggregate of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only after obtaining the approval of the members of the company accorded by way of special resolution. The Company may be required to borrow money from various sources for meeting its day to day and other operational expenses which together with money already borrowed by the Company may exceed the aggregate of the Company's paid up capital and its free reserves.

It is, therefore, expedient for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 15 Crores (Rupees Fifteen Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

By Order of the Board
For **International Data Management Ltd.**

Place : New Delhi
Date : 29th May, 2014

Nishant Rana
Company Secretary

Instructions and other information for e-voting:**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 17th September, 2014 at 9.00 A.M. and ends on 19th September, 2014 at 6.00 P.M. During this period shareholders of the Company, holding shares as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio number /Client ID in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio/ Client ID 1 then enter RA00000001 in the PAN field.
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DOB	Enter the Date of Birth as recorded in the company records for the said folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Number of Shares in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant 'International data Management Limited' on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- 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 as Corporates and Custodians respectively.
 - 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 they have to create a compliance user should be created using the aifmin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, 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
- (xx) Mr. Khalid Omar Siddiqui, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii) The Results shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (xxiii) The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company