

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

NOTICE

NOTICE is hereby given that the Forty First Annual General Meeting of the Members of International Data Management Limited will be held on Wednesday, 19th September, 2018 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, 2018 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. Sashi Sekhar Mishra (DIN 03072330), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. 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 members be and is hereby accorded authorizing to the Board of Directors

to borrow moneys in excess of the aggregate of the paid-up share capital, free reserves and Securities Premium of the Company, provided that the total amount to be 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. 25 Crores (Rupees Twenty Five Crores) over and above the aggregate of the paid up share capital, free reserves and Securities Premium of the Company.”

RESOLVED FURTHER THAT Directors and Company Secretary of the Company be and are hereby severally authorised to file requisite e-form with the Registrar of Companies, NCT of Delhi and Haryana and to do such other acts, deeds and things as may be necessary to give effect to the aforesaid.”

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: 30th May, 2018

NOTES:

A. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

B. 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.

C. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from Friday, 14th September, 2018 to Wednesday 19th September, 2018 (both days inclusive).

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 day notice in writing is given to the Company.

E. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

F. 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, 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 14, 2018,

i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, September 16, 2018 and will end at 5.00 p.m. on Tuesday, September 18, 2018. In addition to the facility for voting through electronic mode, an Instapoll voting system shall also be made available at the AGM venue and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM venue. The Company has appointed Mr. Shivam Rastogi of M/s SVR & Co, Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

G. 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.

H. 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 favor of the Resolutions.

I. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and the Company within two (2) days of passing of the solutions at the AGM of the Company.

J. 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 / RTA.

K. Members are requested to note that trading of Company's shares through Stock Exchange is

permitted only in electronic/ Demat form. Those members who have not yet converted their holding into the electronic form may please consider opening an account with an authorized Depository Participant and arrange for dematerialization. The Procedure of getting Physical shares into Dematerialization form is available at website of the Company i.e. www.idmlimited.in. Hence, we request all those member who have still not dematerialized their shares to get their shares dematerialized at the earliest.

- L. The Shareholders in their meeting held on 27th September, 2017 approved the appointment of M/s. Purushothaman Bhutani & 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.
- M. As stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, 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	50
Qualification	B.Com & LL.B
Experience	Mr. Sashi Sekhar Mishra has worked diligently for the last about 20 years at HCL Group in different roles.
Terms and Conditions of appointment	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
First Stonex Limited	Director
HCL Infosolutions Limited	Director
HCL Employees Investment Co. Ltd	Director
Pimpri Chinchwad eServices Limited	Director
South Asian Computers Limited	Director
International Data Management Limited	Director & Manager
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

2. Memberships /chairmanships of Board Committees

Name of the Company	Name of the Committee	Position on the Committee thereof
First Stonex Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
HCL Infosolutions Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**Item No. 3**

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, free reserves and Securities Premium, 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 and statutory expenses which together with money already borrowed by the Company may exceed the aggregate of the Company's paid-up share capital, free reserves and Securities Premium

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. 3 of the Notice, to enable the Board of

Directors to borrow money in excess of the aggregate of the paid-up share capital, free reserves and Securities Premium of the Company. Approval of members is being sought to borrow money upto Rs. 25 Crores (Rupees Twenty Five Crores Only) in excess of the aggregate of the paid-up share capital, free reserves and Securities Premium of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The board recommends this resolution for approval of the members.

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: 30th May, 2018

To,
International Data Management Limited
806, Siddhartha, 96, Nehru Place,
New Delhi-110019

UPDATION OF SHAREHOLDERS INFORMATION
(For Electronic communication)

S. No	Shareholder's Particular	Details
1	Folio No.	
2	Name of the First Shareholder	
3	Name of Joint Shareholder/s, if any	
4	No. of Shares held	
5	E-mail ID (to be registered) (Mandatory)	
6	PAN (Mandatory)	
7	Mobile/Phone No	
8	CIN (applicable to corporate shareholders)	

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No./beneficiary account.

Place: _____

Date: _____

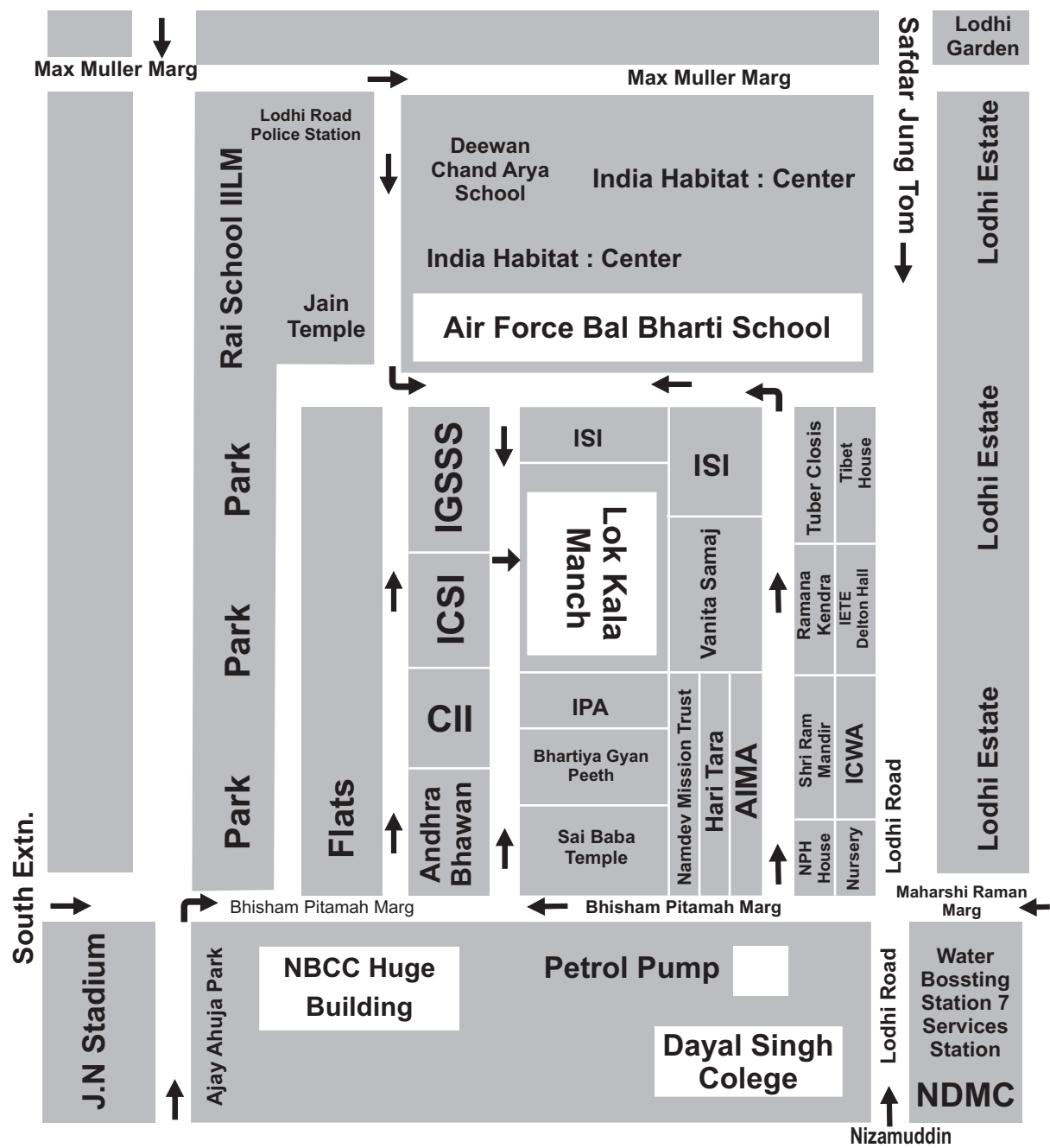
Signature: _____

Name: _____

(Shareholder)

Note: You may also send this information by e-mail to Registrar Transfer Agent @ admin@skylinerta.com or to Company @ idmcomplianceofficer@gmail.com

ROUTE MAP



INTERNATIONAL DATA MANAGEMENT LIMITED

CIN: L72300DL1977PLC008782

Registered office: 806, Siddhartha, 96, Nehru Place, New Delhi-110019

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

Website: www.idmlimited.in

ATTENDANCE SLIP

41st Annual General Meeting of the Company, to be held on **Wednesday, 19th September, 2018 at 3:30 P.M** at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi – 110003

Folio No. DP ID No. Client ID No.

Name of the Member Signature

Name of the Proxyholder Signature

- Only Member/Proxyholder can attend the Meeting.
- Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

FORM NO. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014)

CIN: L72300DL1977PLC008782

Name of the company: **INTERNATIONAL DATA MANAGEMENT LIMITED**

Registered office: 806, Siddhartha, 96, Nehru Place, New Delhi-110019

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

Website: www.idmlimited.in

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

- Name Address Email ID
Signature or failing him/her
- Name Address Email ID
Signature or failing him/her
- Name Address Email ID
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual general meeting of the company, to be held on Wednesday, 19th September, 2018 at 3:30 P.M at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi – 110003 and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolution No.

Ordinary Business:		Response	
		Assent	Dissent
1	Adoption of Director's Report, Audited Financial Statements for the year ended 31 st March, 2018 and Auditor's Report thereon		
2	To appoint a Director in place of Mr. Sashi Sekhar Mishra (DIN 03072330), who retires by rotation and, being eligible, offers himself for re-appointment.		
Special Business:			
3	Borrowing Pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013.		

Signed this day of, 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
Re. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Folio No

Sequence No

Dear Shareholder(s)

Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is extending e-voting facility as an alternative, for its shareholders to enable them to cast their vote electronically on the resolutions proposed to be passed in the 41st Annual General Meeting, scheduled to be held on Wednesday, 19th September, 2018 at 3:30P.M. at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi – 110003

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facilities.

As per the above said instructions, the sequence number required to exercise the e-voting right is as under:

E-Voting Sequence Number (EVSN)	180810002
Sequence Number(Refer step No. (vii) of e-Voting instructions contained in the Notice)	

The remote e-voting period begins on Sunday, 16th September, 2018 at 9:00 A.M. and ends on Tuesday, 18th September, 2018 at 5:00 P.M. Members may cast their votes accordingly.

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 14th September, 2018.

This Communication forms an integral part of the Notice for the 41st Annual General Meeting.

For International Data Management Limited

Date: 30th May, 2018
Place: New Delhi

Sd/-
Jasbir Singh Marjara
Company Secretary & Compliance Officer

PTO

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th September, 2018 at 9:00 A.M. and ends on 18th September, 2018 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 14th September, 2018, 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 / Members
- (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 both demat shareholders as well as 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 sequence number 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 sequence number 1 then enter RA00000001 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 (iv).

- (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 'International Data Management Limited'
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. 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.**
- (xix) **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.
 - 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.
- (xx) 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 or Contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 at 1800225533 or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) SHIVAM RASTOGI of M/s SVR & Co., Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) 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.
- (xxiii) 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.
- (xxiv) The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and the Company within two (2) days of passing of the resolutions at the AGM of the Company.