

International Data Management Limited

CIN L72300DL1977PLC008782

Regd. Office : 806, Siddharth, 96, Nehru Place, New Delhi-110019

Email : idsmcomplianceofficer@gmail.com; Tel. : 011-26444812Website : www.idmlimited.in

NOTICE

NOTICE is hereby given that the Forty Fourth Annual General Meeting of the Members of International Data Management Limited will be held on Wednesday, 15th September, 2021 at 2:30 PM, Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC"/ "OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2021 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.

By Order of the Board
For **International Data Management Limited**
Sd/-

Place: New Delhi
Date: 27th May, 2021

Jasbir Singh Marjara
Company Secretary &
Compliance Officer
ACS 41879

Address: 2252, Guru Nanak Nagar,
New Ranjit Nagar, New Delhi - 110008

Notes:

1. In view of the continuing COVID-19 pandemic, as per the provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMO1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May 2020 and 15th January 2021 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars"), permitted the holding of Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the 44th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 44th AGM of the Company shall be conducted through VC / OAVM. Central Depository Services Limited ("CDSL") will be providing facility for remote e-voting and e-voting during the AGM.

3. The attendance of the Members attending the 44th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 44th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 44th AGM through VC/OAVM Facility and e-Voting during the 44th AGM.
5. 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 its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at idsmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinert.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from Saturday, 11th September, 2021 to Wednesday 15th September, 2021 (both days inclusive).
7. 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, and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, 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 10, 2021, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions on Agenda No. 1 and 2 set forth in this Notice. The members may cast their votes through electronic voting system (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, September 12, 2021 and will end at 5.00 p.m. on Tuesday, September 14, 2021. In addition, the facility for e-voting shall also be made available during the AGM. Members participating in the AGM through Video Conference/ Other Audio Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to participate the

AGM, however, they shall not be eligible to vote at the meeting. The Company has appointed M/s Rana & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

8. Members may join the 44th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:00 p.m. IST i.e. 30 minutes before the time scheduled to start the 44th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 44th AGM. Members may note that the VC/OAVM Facility allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 44th AGM without any restriction on account of first-come-first-served principle.
9. 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 at ldmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinert.com.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact their Depository Participants with whom they are maintaining their demat account, the Company or Company's Registrars and Transfer Agents for assistance in this regard.
11. The Notice calling the 44th AGM has been uploaded on the website of the Company at www.idmlimited.in. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The 44th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 44th AGM) i.e. www.evotingindia.com.
12. The Shareholders in their meeting held on 27th September, 2017 approved the appointment of M/s. PurushothamanBhutani & 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.
13. 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	52 years
Qualification	B.Com & LL.B
Experience	Mr. Sashi Sekhar Mishra has worked diligently for the last about 23 years at HCL Group in different roles.
Terms and Conditions of appointment	Manager & 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 Board of other companies	As provided in Table B
Membership/Chairmanship of Committees of other companies	NIL

Table B

1. Directorships

Name of the Company	Position on the Board and Committee thereof
HCL Infosolutions Limited	Director
HCL Employees Investment Co. Ltd	Director
South Asian Computers 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
Pimpri Chinchwad eServices Limited	Director

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

Sd/-

Place: New Delhi
Date: 27th May, 2021

Jasbir Singh Marjara
Company Secretary &
Compliance Officer

ACS 41879

Address: 2252, Guru Nanak Nagar,
New Ranjit Nagar, New Delhi - 110008

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period begins on 12th September, 2021 at 9:00 A.M. and ends on 14th September, 2021 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 10th September, 2021, may cast their vote electronically. The e-voting module shall 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) 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.

(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 and joining virtual meetings 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	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 URL for users to login to Easi / Easiest are https:// web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

	<p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/Evoting Login 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.</p>
Individual Shareholders holding securities in demat mode with NSD	<p>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-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>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>

	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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) The instructions for shareholders voting electronically are as under:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders / Members" 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. Members 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 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 Members holding shares in Demat Form and Physical Form	
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 as mentioned in instruction (v).

- (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 'International Data Management Limited'
- (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) **Additional Facility for Non – Individual Shareholders and Custodians- For Remote Voting only.**
 - 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" 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 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.
 - Alternatively Non Individual shareholders are required 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 vizidmcomplianceofficer@gmail.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 44TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the 44th AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where

the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 44th AGM.
- 4) Shareholders are encouraged to join the 44th AGM through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e.idmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. idmcomplianceofficer@gmail.com the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 44th AGM.
- 9) Only those shareholders, who are present in the 44th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during 44th AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the 44th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- A. **For Physical shareholders-** Send a request to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company, at compliances@skylinerta.com Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card) for

registering their email address.

- B. For Demat shareholders** –Please update your email id & mobile no. with your respective Contact your Depository Participant (DP).
- C. 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to

helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

ANNUAL REPORT 2020-2021

IDM

International Data Management Limited

INTERNATIONAL DATA MANAGEMENT LIMITED

Board of Directors	Ms. Rita Gupta	Director
	Mr. P.S. Ravishankar	Director
	Mr. Suresh Chand Sharma	Director
	Mr. Sunil Kumar Shrivastava	Director
	Mr. Sashi Sekhar Mishra	Director & Manager
	Mr. Lalit Kumar Maan	Chief Financial Officer

Company Secretary &
Compliance Officer Jasbir Singh Marjara

Auditors M/s Purushothaman Bhutani & Co.

Banker Bank of Baroda, Noida

Registered Office 806, Siddharth
96, Nehru Place
New Delhi-110 019
Website: www.idmlimited.in

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

Registrar Transfer Agent Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
E-mail : compliances@skylinerta.com

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

DIRECTORS' REPORT

To the Members

International Data Management Limited

The Board of Directors of the Company presents herewith the 44th Annual Report together with the Audited Accounts of the Company for period ended 31st March, 2021.

1. FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company are as follows:

(Rs. in Lacs)

Particulars	Financial Year Ended March 31, 2021	Financial Year Ended March 31, 2020
Total Income	0	0
Total Expenses	8.91	17.22
Profit/ (Loss)	(8.91)	(17.22)
Depreciation	0	0
Profit/ (Loss) Before finance Cost	(8.91)	(17.21)
Finance Cost	0	(0.01)
Profit/ (Loss) Before Exceptional Items	(8.91)	(17.22)
Exceptional items	0	0
Profit/ (Loss) Before Tax	(8.91)	(17.22)
Tax Expense	0	0
Profit/ (Loss) After Tax	(8.91)	(17.22)

2. STATE OF COMPANY'S AFFAIRS

During the year under review loss of Rs. 8.91 Lacs has been reported by the company as against the loss of Rs. 17.22 Lacs for the previous year.

No business could be undertaken due to paucity of working capital and other business constraints.

3. DIVIDEND

In view of the loss incurred during the year under review and past accumulated losses, the Board of Directors of the Company does not recommend any dividend for the financial year ended March 31, 2021.

4. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report [Annexure 1].

5. MEETINGS OF THE BOARD

The Board met 6 (Six) times during the Financial Year 2020-21, the details of which are given below:

21-April-2020	29-June-2020	10-August-2020
10-Nov-2020	16-Dec-2020	11-Feb-2021

Further, the gap between two meetings did not exceed one hundred and twenty days.

The following table gives the attendance record of the Board Meetings:

Name of the Director	No. of Board Meetings held	No. of Board Meetings attended
Mr. Sunil K Shrivastava	6	6
Mr. Sashi Sekhar Mishra	6	6
Ms. Rita Gupta	6	6
Mr. P S Ravishankar	6	3
Mr. Suresh Chand Sharma	6	6

6. ASSOCIATE COMPANY

The Company is an Associate Company of M/s HCL Corporation Private Limited under Section 2(6) of the Companies Act, 2013.

7. SHARE CAPITAL:

There was no change in the share capital of the company during the year.

- Issue of equity shares with differential rights – NIL
- Issue of sweat equity shares – NIL
- Issue of employee stock option – NIL
- Provision of moneys by company for purchase of its own shares - NIL

8. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- In the preparation of the Annual Accounts for the financial year ended at 31st March, 2021; the applicable accounting standards have been followed along with proper explanation relating to material departure (if any);
- Appropriate accounting policies have been selected and applied consistently and that the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the Loss of the Company for the said period;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- In view of expected future business, the annual accounts for the financial year ended on 31st March, 2021 have been prepared on a going concern basis;
- The internal financial controls were followed by the Company and that internal financial controls are adequate and were operating effectively; and
- Proper systems were devised to ensure compliance with the provision of all applicable laws and the systems were

adequate and operating effectively.

9. SECRETARIAL STANDARD

The Company complies with all applicable secretarial standards.

10. INDEPENDENT DIRECTORS DECLARATION

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

11. MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the management's discussion and analysis is not applicable on the Company. Since the Company is not having any operations the information as required is not provided.

12. CORPORATE GOVERNANCE REPORT

We wish to inform the members that in terms of Regulation 15 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to Companies having paid up equity share capital not exceeding Rs. 10 crore and Net Worth not exceeding Rs. 25 crores, as on the last day of the previous financial year. The Company does not fulfil any of the criteria's as mentioned above and hence are not required to comply with the Corporate Governance provisions envisaged under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

13. COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT

Based on the recommendations of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, KMP and all other employees of the Company. As part of the policy, the Company strives to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Remuneration Policy for Directors, KMP and other employees is annexed to this report [Annexure 2].

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not made any loans, given guarantees and investments during the year attracting the provisions of Section 186 of the Companies Act, 2013.

15. RELATED PARTY TRANSACTIONS

During the accounting year under review, the company has not entered into any contract or arrangement with any related party attracting the provisions of Section 188 of the Companies Act, 2013.

Further, there have been no materially significant related party transactions between the Company and the Directors, the management, the associate or the relatives except for those disclosed in the financial statements.

16. MATERIAL CHANGES AND COMMITMENTS

During the period between the close of accounting year and date of report, there was no material changes and commitments that affects the financial position of the Company.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Retirement by rotation:** Pursuant to Section 149, 152 and other applicable provisions if any of the Companies Act, 2013, one third of such of the Directors as are liable to retire by rotation, shall retire at every Annual General Meeting, and if eligible, offer themselves for re – appointment at every Annual General Meeting. Consequently Mr. Sashi Sekhar Mishra, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment in accordance with the provisions of Companies Act, 2013.
- Cessation of Chief Financial Officer:** During year under review, Mr. K.S Pathania has resigned as Chief Financial Officer (CFO) w.e.f. 29th January, 2021.
- Appointment of Chief Financial Officer:** During year under review, Mr. Lalit Kumar Maan has been appointed as Chief Financial Officer (CFO) w.e.f. 11th February, 2021 as per the provisions of Section 203 of the Companies Act, 2013 read with its applicable Rules and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Formal Annual Evaluation:** Pursuant to provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually and the evaluation of the working of its Audit committee, Nomination & Remuneration committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee.

18. COMMITTEES OF BOARD

A. Audit Committee:

The Audit Committee which was constituted on March 31, 2015, was re-constituted on February 12, 2019. The